

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of: The)	Docket No.:
Joint Application of Qwest)	10-049-16
Communications International,)	
Inc. and CenturyTel, Inc.)	
For Approval of Indirect)	
Transfer of Control of Qwest)	
Corporation, Qwest)	
Communications Company, LLC,)	
and Qwest LD Corporation.)	

TRANSCRIPT OF HEARING PROCEEDINGS

TAKEN AT:	Public Service Commission 160 East 300 South Salt Lake City, Utah
DATE:	October 20, 2010
TIME:	5:03 a.m.
REPORTED BY:	Kelly L. Wilburn, CSR, RPR

APPEARANCES

Commissioners:

Ted Boyer (Chairman)
Ric Campbell
Ron Allen

-o0o-

For Qwest:

ALEX M. DUARTE, ESQ. (alex.duarte@qwest.com)
QWEST CORPORATE COUNSEL
310 SW Park Avenue, 11th Floor
Portland, Oregon 97205
(503) 242-5623
(503) 242-8589 (fax)

For CenturyLink:

KEVIN K. ZARLING, ESQ.
(Kevin.K.Zarling@CenturyLink.com)
CENTURYLINK SENIOR COUNSEL
TXAUST0301-302
400 West 15th Street, Suite 315
Austin, Texas 78701
(512) 867-1075
(512) 472-8362 (fax)

For Integra, XO Communications, PAETEC, and
TW Telecom:

MARK P. TRINCHERO, ESQ. (marktrincher@dwt.com)
DAVIS WRIGHT TREMAINE LLP
1300 SW Fifth Avenue, Suite 2300
Portland, Oregon 97201-5630
(503) 241-2300
(503) 778-5299 (fax)

For Integra:

GREGORY MERZ, ESQ. (gregory.merz@gpmlaw.com)
GRAY PLANT MOOTY
500 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402
(612) 632-3000
(612) 632-4257 (fax)

APPEARANCES, CONTINUED

For Level 3:

ROGELIO E. PEÑA, ESQ. (rpena@boulderattys.com)
PEÑA & ASSOCIATES, LLC
4845 Pearl East Circle, Suite 101
Boulder, Colorado 80301
(303) 415-0409
(303) 827-2454 (fax)

WILLIAM J. EVANS, ESQ.
PARSONS, BEHLE & LATIMER
One Utah Center
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111
(801) 532-1234
(801) 536-6111 (fax)

For the Division of Public Utilities:

PATRICIA E. SCHMID, ESQ.
UTAH ATTORNEY GENERAL'S OFFICE
160 East 300 South, Fifth Floor
Salt Lake City, Utah 84111
(801) 366-0380
(801) 366-0352 (fax)

For the DoD/FEA:

TERRANCE A. SPANN, ESQ. (Terrance.spann@us.army.mil)
DEPARTMENT OF THE ARMY
US ARMY LEGAL SERVICES AGENCY
901 North Stuart Street, Suite 700
Arlington, Virginia 22203-1837

For the Utah Rural Telecom Association:

STEPHEN F. MECHAM, ESQ. (sfmecham@cnmlaw.com)
CALLISTER, NEBEKER & McCULLOUGH
10 East South Temple, Suite 900
Salt Lake City, Utah 84133
(801) 530-7300
(801) 364-9127 (fax)

-o0o-

1 Federal Executive Agencies.

2 CHAIRMAN BOYER: And would you spell that
3 again for me, San?

4 MR. SPANN: S, as in "Sam," P, as in "Peter,"
5 A, as in "apple," N, as in "November," "November."

6 CHAIRMAN BOYER: Okay, thank you. Welcome to
7 all of you on the telephone.

8 MR. ZARLING: Your Honor -- good afternoon,
9 your Honor. This is Kevin K. Zarling, Z, as in
10 "Zebra," a-r-l-i-n-g. I am representing CenturyLink.

11 MR. DUARTE: And your Honor, this is Alex
12 Duarte, D-u-a-r-t-e, counsel for Qwest.

13 MR. PEÑA: And your Honor, this Rogelio Peña
14 on behalf of Level 3. It's R-o-g-e-l-i-o, last name
15 P-e-n-a.

16 MR. EVANS: And this is William Evans, local
17 counsel, also on behalf of Level 3 Communications.

18 CHAIRMAN BOYER: Anyone else on the
19 telephone?

20 Okay, very well. Welcome to the seven of
21 you, as it turns out. And here we have Ms. Schmid is
22 with us.

23 MS. SCHMID: Yes.

24 CHAIRMAN BOYER: Introduce yourself, please.

25 MS. SCHMID: Patricia Schmid, Assistant

1 Attorney General, representing the Division.

2 CHAIRMAN BOYER: Thank you Ms. Schmid.

3 MR. MECHAM: And Steve Mecham representing
4 Utah Rural Telecom Association, simply here to
5 observe.

6 CHAIRMAN BOYER: Welcome Mr. Mecham. Observe
7 away, as they say.

8 Okay, I think the way we'll proceed, we've
9 scheduled an hour for this. If we could do it sooner
10 that would be grand for us. Give us a chance perhaps
11 to deliberate for a few minutes and perhaps issue an
12 order on this today, because we do have a trial
13 scheduled for next week. Or a hearing, I guess I
14 should say. Feels like a trial, but it's a hearing.

15 So let's proceed with Messrs. Trincherro and
16 Merz, proponents of the motion, moving parties. We'll
17 hear from them first. Then we'll hear from anyone
18 else supporting the motion. And then from those
19 opposing the motion. And then we'll let Integra have
20 the final word.

21 So measure yourselves accordingly. I should
22 mention that we have read the pleadings, including
23 those that were filed as recently as yesterday, I
24 think it was. So we've, we have read and we think we
25 understand the issues.

1 So with that, Mr. Trincherro, are you going to
2 lead out? Or Trincherro?

3 MR. TRINCHERO: Yes. Thank you, your Honor.
4 First an update. I believe that the parties may have
5 resolved the motion to compel that is pending. I
6 spoke with Mr. Zarling earlier this afternoon, and the
7 company has agreed -- the Joint Applicants have agreed
8 to supplement their previous response.

9 We should have that supplement I think
10 tomorrow. And that should render the motion to compel
11 moot, although we would like to reserve the right to
12 get back to you if in fact the supplement response is
13 not sufficient to render the motion moot. But we do
14 believe that that motion need not be addressed
15 tonight.

16 That leaves us with the motion to amend the
17 schedule, which at the time that we filed it was
18 primarily based on the fact that we were receiving a
19 great number of documents fairly late in the game,
20 after a lengthy process of trying to get these
21 documents in a number of states, beginning back in
22 July.

23 As this Commission is aware, the Joint
24 Applicants attempted to modify the protective order to
25 get a level of protection for these documents that we

1 had never seen before. That was argued in a number of
2 states.

3 And after losing that in most states the
4 Applicants continued to refuse to provide the
5 documents. And that led to a series of additional
6 filings in a number of states, including the motion to
7 compel that was ultimately filed here before this
8 Commission.

9 And we still believe that it would be
10 appropriate for the Commission to amend the schedule
11 to allow us to supplement the testimony in light of
12 the receipt of those documents.

13 In addition, since the filing of the motion
14 to amend the schedule we've been informed that two
15 settlements have been entered into. One between the
16 Joint Applicants and the Department, and another
17 between the Joint Applicants and the Office of
18 Consumer Services.

19 Despite outreach by my client to the DPU
20 prior to entering into that settlement requesting that
21 we be involved in any settlement negotiations, we were
22 not actually informed that settlement negotiations
23 were ongoing.

24 We would like an opportunity to file
25 supplemental testimony on the DPU/Joint Applicant

1 settlement. And if you have any questions I'd be
2 happy to answer them.

3 CHAIRMAN BOYER: Okay, thank you.

4 Anyone else in favor of amending the
5 schedule?

6 MR. SPANN: Your Honor, this is Terrance
7 Spann with the Department of Defense. We would also
8 like to join Mr. Trincherro and his clients in the part
9 of the motion that deals with rescheduling the hearing
10 based on the settlement agreement.

11 We also were not advised of this agreement.
12 We were not wise to this. We just recently found out
13 that negotiations had taken place and that a
14 settlement agreement was in place. We need additional
15 time so that we can obtain testimony and, frankly, put
16 our position on the record.

17 CHAIRMAN BOYER: Okay.

18 MR. PEÑA: Your Honor, this is Rogelio Peña
19 on behalf of Level 3, and we support the motion as
20 well. And I'd like to also add another piece of
21 argument to what Mr. Trincherro has already laid out.

22 In Minnesota a very similar settlement was
23 sponsored. And the hearing was held about three weeks
24 ago. The first week in October, I believe. And it
25 took three days when you included cross examination on

1 the settlement with -- before the CLECs even had an
2 opportunity to file testimony. And that's gonna be
3 forthcoming, if it hasn't been already filed.

4 And there is another additional hearing date
5 in Minnesota, but that would be four hearing dates.
6 And so in terms of a practical matter, given that
7 there is a settlement in Utah now as well, I don't
8 know if the hearing could be -- what we have on the
9 table right now can be addressed in two hearings days.
10 So I'd like to mention that.

11 CHAIRMAN BOYER: Thank you.

12 MS. SCHMID: The Division has some comments
13 in favor of the --

14 CHAIRMAN BOYER: Amending the schedule?

15 MS. SCHMID: -- motion to amend.

16 CHAIRMAN BOYER: Okay, Ms. Schmid, proceed.

17 MS. SCHMID: Thank you. In light of the
18 circumstances, the Division supports amending the
19 schedule to allow time for the parties to respond to
20 the settlement.

21 Correspondingly, however, the Division would
22 like a short amount of time in which to reply to those
23 comments so the parties entering in -- and the parties
24 and the Division and the other parties settling, if
25 they like, can reply to those comments concerning the

1 settlement.

2 CHAIRMAN BOYER: Thank you, Ms. Schmid.

3 We need -- I need to get a larger office,
4 though, if we're gonna get more pleadings in this
5 case. I've got a pretty formidable stack as it is.

6 Anyone else wish to speak in favor of
7 amending the schedule?

8 Okay. Hearing none, those opposed?

9 MR. ZARLING: Your Honor, this is Kevin
10 Zarling with CenturyLink. And I'll try not to repeat
11 what was in our response that was filed to the motion
12 to amend.

13 Taking the arguments presented by Integra in
14 reverse order: Having to do with the settlement, they
15 have pointed to the Commission's rule that addresses
16 the permissive authority of the Commission to allow
17 parties to address the settlement agreement.

18 And from our perspective there's no
19 requirement to permit additional testimony. The basis
20 or the grounds of the settlement that was filed with
21 the Division and with OCS last week, and in particular
22 with the Division, if you look at the wholesale
23 commitments, those were all reflected in the
24 testimonies that were filed by the Office and by the
25 Division.

1 That is, there's nothing remarkable in the
2 settlement that varies from what the Division, as a
3 party, and the Office has presented in their direct
4 testimony.

5 And indeed Mr. Gates, the witness for Integra
6 and many of the CLECs, filed surrebuttal testimony
7 already in this proceeding criticizing the Iowa
8 settlement that the Division's witness, Mr. Clauson,
9 had said would be an acceptable foundation for
10 settlement on wholesale issues in Mr. Clauson's
11 rebuttal testimony.

12 And so the sum and substance of the
13 settlement that was filed with the Division on these
14 issues of concern to the CLECs, being the wholesale
15 commitments that the Joint Applicants are making, the
16 CLECs have already had an opportunity to essentially
17 address in their surrebuttal testimony.

18 And there, you know, there's really no reason
19 to provide them any more additional process except for
20 to cross examine the Joint Applicants and I think the
21 Division's witnesses on the settlement.

22 On the, on the issue of the HSR documents
23 there's really quite a bit that can be said there.
24 The -- it is true that in the case of Utah the
25 documents that the parties -- excuse me, that the

1 CLECs were seeking as to these HSR documents, they
2 were officially produced very close to when their
3 rebuttal testimony was due.

4 But it's also true that the witnesses that
5 the Joint CLECs have sponsored for Utah and the
6 outside counsel that they're using for Utah have had
7 access to the vast majority of these HSR documents for
8 many, many months.

9 The focus of their request to see the HSR
10 documents has been to see the CenturyLink HSR
11 documents. Roughly 30 out of 39 of those documents
12 were made available to the Joint CLECs, and the same
13 outside consultants, and the same outside counsel as
14 long ago as July 12th, in Oregon.

15 Then there was a process by which the Joint
16 CLECs, Integra specifically, were seeking to compel
17 production of these documents in other states. And in
18 Minnesota, as it happened, the remaining nine of the
19 CenturyLink HSR documents were produced to them on
20 October 1st.

21 And so from CenturyLink's perspective --
22 well. From CenturyLink's perspective they -- the
23 outside consultants and the outside counsel for
24 Integra in this case have had access to these HSR
25 documents for quite a long time. The totality of them

1 since at least October 1st, which was two weeks before
2 their testimony was due -- their surrebuttal testimony
3 was due here in October.

4 And so -- and let me add that then on
5 October 5th, in response to a motion to compel filed
6 by Integra on these HSR documents, on October 5th in
7 Utah the Joint Applicants indicated that they would
8 make available all of their HSR documents to Integra.

9 And so on October 5th the Joint CLECs knew
10 that they would have access to these documents for
11 purposes of their Utah testimony. So they had months
12 of being able to review the majority of those
13 documents. They had at least a couple weeks before
14 surrebuttal testimony was due.

15 They knew on October 5th, more than a week
16 before the surrebuttal was due, that they would have
17 access to these documents for the purposes of the Utah
18 testimony. And I think, with the level of expertise
19 they have in their outside consultants, they could
20 have easily added some testimony to their surrebuttal
21 about these HSR documents.

22 I could go on at length about how we don't
23 believe these HSR documents are relevant to this
24 proceeding. There's only a very small number of the
25 39 HSR documents that relate to wholesale issues. In

1 fact there's only, by my count, I would say 6 of the
2 39.

3 And none of those, in any detail, address the
4 wholesale interconnection type of issues that the
5 CLECs have, have raised or have made an issue in their
6 testimony in this case.

7 I guess in conclusion -- and I'd like to give
8 Mr. Duarte an opportunity to say a few things on
9 behalf Qwest. But in conclusion I'd say what you have
10 is a request in front of you to toss out the two days
11 that we have had scheduled for four months to try and
12 address the issues in this proceeding.

13 And as Mr. Peña pointed out, it took
14 additional time, longer than the parties might have
15 expected, in Minnesota, I'm hoping that now perhaps
16 the CLEC cross examination will be a little bit more
17 streamlined in Utah.

18 But I think it would be a mistake for the
19 Commission to, to just give up these two days that
20 they have on the calendar, and that have been
21 calendared for so long. That would be unfair and
22 prejudicial, as our response the other day said.

23 And so if there is some need of additional
24 testimony we've presented an alternative in our, in
25 our response that was filed yesterday. But we

1 strongly object to losing these two days that we've
2 been pointing to for a very long time.

3 CHAIRMAN BOYER: Thank you, Mr. Zarling.

4 Mr. Duarte?

5 MR. DUARTE: Yes, your Honor, thank you. A
6 couple of points. One is with respect to the
7 settlement agreement. I mean, Mr. Trincherro makes
8 much ado about the fact that they were not involved in
9 the settlement discussions, but certainly nobody
10 precluded Integra or any of the CLECs to talk to the
11 DPU about settlement.

12 There's been a lot of settlement discussion
13 ongoing in many states, including my home state of
14 Oregon, where there's been five settlement
15 conferences. There's been global discussions and
16 individual CLEC discussions with the Joint Applicants.

17 So -- and the Commission's practice has been
18 that parties oftentimes settle out in multi-party
19 cases all the time.

20 They certainly have a right to cross examine
21 Mr. Fenn on behalf of the Joint Applicants and
22 Mr. Coleman on behalf of the DPU at the hearing itself
23 about that settlement. There's nothing new about
24 that.

25 And certainly that's what they did in the

1 Minnesota proceeding when they cross examined. My
2 understanding it was more than two hours for the
3 Department of Commerce witness who, who settled with
4 CenturyLink and Qwest there.

5 So really there's nothing -- there's really
6 no magic about what went on with the settlement. And
7 I'm sure the DPU and CenturyLink/Qwest are more than
8 prepared to defend that and can do so in cross
9 examination.

10 The other point I wanted to make, your Honor,
11 is with respect to the HSR documents. Mr. Zarling
12 went through the timeline of the documents that were
13 produced by CenturyLink.

14 In this case the same witnesses, Mr. Gates,
15 Dr. Ankum, as well as Mr. Trincherro's outside counsel
16 in Oregon, Washington, and Utah received the
17 confidential and highly-confidential documents from
18 Qwest in the Washington proceeding -- which obviously
19 are the same documents -- on June 29th.

20 A few more documents that were, we would say
21 "downgraded" from the staff-eyes-only designation that
22 we were trying to get down to highly confidential were
23 produced on August 23rd. And finally, the last ones
24 were produced on October 1st, and a few on
25 October 11th.

1 The point being, your Honor, is that -- first
2 of all, their focus has always been on the CenturyLink
3 documents. But apart from that, we have produced the
4 vast majority, I would say more than -- well, I can
5 say more than 90 percent of the documents at issue
6 well, well before now. In fact, back in August.

7 And so, while they can certainly argue that,
8 quote, they couldn't use those documents unless they
9 were produced in this case because of protective
10 orders, they're the same documents. They now have
11 them.

12 Their witnesses know what's in the contents.
13 I won't get into the contents. I can assure you I've
14 read all of the documents on the Qwest side and
15 there's nothing regarding wholesale, and certainly
16 nothing regarding interconnection agreements. But you
17 don't have to take my word for it.

18 The point I'm making is that they've had
19 these documents for quite some time. And they, you
20 know, they've read those documents. They're filing
21 testimony in Minnesota on Friday. So they have
22 basically everything they've needed.

23 And they had 90 percent of what they needed
24 months ago. And the remaining 10 percent that we
25 fought on and gave them because of a Minnesota ruling

1 about a week and-a-half ago, they've had that now for
2 about a week and-a-half as well.

3 So I think, again, much ado about, you know,
4 very few documents. And it's very clear that this is
5 just really a way to extend the hearing date and, I
6 believe, cause prejudice to us.

7 The last point, your Honor, is a very
8 practical one. I was there in June with many of the
9 other folks, including Mr. Zarling and Mr. Fenn. And
10 we struggled to find two consecutive dates to have
11 this hearing back in June, because it's gonna be one
12 that the Commissioners plus the Administrative Law
13 Judge are going attend.

14 My understanding is that dates are very,
15 very, very hard to come by. And really, between now
16 and Thanksgiving there's one date of November 4th that
17 would be available, and the next dates would be in
18 mid-December. And those we have conflicts because of
19 witness trials and hearings in other states.

20 And therefore the practical effect is we're
21 gonna be into January, your Honor, if we don't have
22 this hearing now.

23 Now, Mr. Peña made a point about the case in
24 Minnesota took three days. And I would venture to
25 guess it's because of all the cross examination that

1 the CLECs themselves wanted to do of putting witnesses
2 on for -- or cross examining witnesses for four hours.

3 We didn't get to our case until sometime the
4 mid-morning of the third day. That was their own
5 doing. But the point is, even if somehow we couldn't
6 finish in two days -- which I hope we can -- that's
7 certainly not a reason to go ahead and trash these two
8 days, because now we're gonna have to find three days.

9 And I can assure you, your Honor, that if we
10 have to get three days from scratch it's gonna be into
11 January. And that would really prejudice the parties
12 quite a bit. So I think from a practical standpoint I
13 think that we should go forward on Tuesday and
14 Wednesday of next week.

15 If your Honor believes that, say, we need
16 additional time for the process we suggest that we
17 come back on November 4th, finish it up, go to
18 briefing, and then we can get on with it. So we think
19 that's a very practical solution.

20 CHAIRMAN BOYER: Thank you, Mr. Duarte.
21 Anyone else wish to speak against amending the
22 schedule?

23 MR. SPANN: Your Honor, this is Terrance
24 Spann again. I just have one other additional point
25 that I would like to raise. That is the fact that we

1 talked about the two agreements that have been
2 reached, the two settlement agreements. There's also
3 a third one as well, and it's with the Salt Lake
4 Community Action Program.

5 And again, this is one that we were not
6 brought in on. We didn't know anything about this.
7 It certainly would have been in the public interest
8 for the other parties, particularly the Division, to
9 have considered us. Thank you.

10 MR. DUARTE: Your Honor, this is Alex Duarte.
11 If I could just very briefly just state that we did
12 file a third settlement agreement with the Salt Lake
13 Community Action Program. Those issues really had to
14 do with Lifeline and things of that nature.

15 All retail. Nothing wholesale. Nothing that
16 Mr. Spann's client, the Department of Defense, would
17 be interested in, given their role as an
18 enterprise-type of customer and given the testimony.

19 So really I think the focus that has been
20 brought by Integra in its motion is solely to the
21 Division of Public Utilities' settlement and not to
22 the Consumer Services or the SLCAP settlement. Thank
23 you.

24 MR. SPANN: Your Honor, without getting into
25 arguing the merits of the case, my clients are

1 enterprise customers as well as small business
2 customers who buy services in many different ways
3 throughout the State.

4 And one of our concerns in this case is with
5 the shifting of burden which it would cause with
6 respect to this merger. And by taking people out of
7 the pie, that leaves a larger share of us to take up
8 those responsibilities. But we are comparably
9 divergent. Thank you.

10 CHAIRMAN BOYER: Thank you. We want to give
11 the moving parties an opportunity for the last word,
12 and the Commissioners may have some questions. I know
13 I have a couple of questions as well. So why don't we
14 hear your final statements from Integra and the other
15 parties who favor amending the schedule first, we'll
16 ask our questions, and then see where we go from
17 there.

18 MR. TRINCHERO: Thank you, your Honor. This
19 is Mark Trincherro. Just a couple of points. First,
20 on the settlement agreement, the Joint Applicants have
21 said this should be no surprise to us. There was an
22 Iowa settlement that was mentioned in the DPU's
23 testimony.

24 However, the settlement that was entered into
25 with the DPU is not the same as the settlement in the

1 Iowa case. And the parties should be allowed an
2 opportunity to file supplemental testimony on that.
3 We have no objection to the DPU's request to file
4 responsive testimony to that as well.

5 As to the HSR documents and whether or not we
6 could have addressed them in our testimony that was
7 filed last week, we could not actually address them in
8 a timely manner in that testimony. There's been a lot
9 of characterization of how many documents have been
10 produced along the way. And it is true that in
11 various states dribs and drabs have come in over time.

12 However, there were still numerous documents
13 that we didn't receive until very recently. And under
14 the protective order in the Minnesota docket those
15 documents that we received October 1st or thereabouts
16 could not be used to -- be referenced in any way in
17 the testimony that was filed last week, and therefore
18 we do think it is appropriate to have an opportunity
19 to address those documents.

20 Finally, there was quite a bit of discussion
21 of prejudice in moving the hearing dates. However, I
22 would simply point out that this transaction cannot
23 close until the last of the State and Federal
24 approvals are delivered.

25 And the Washington Utilities and

1 Transportation Commission does not have hearings
2 scheduled until the second week of January, and briefs
3 in early February. So even if we were to move this
4 hearing back into December, this Commission would
5 certainly not be the last in line and there would be
6 no delay prejudice to the Applicants.

7 I'd like to reserve a couple of minutes for
8 Mr. Merz if he has any additional comments in support
9 of the motion.

10 MR. MERZ: Thank you. I don't know that I
11 have anything further to add. I think our position
12 has been very well articulated by Mr. Trincherro, and
13 so I'm satisfied that our position has been made
14 known.

15 CHAIRMAN BOYER: Okay. Thank you, Mr. Merz.
16 Let's turn now to the Commissioners.
17 Commissioner Allen, have you any questions?

18 COMMISSIONER ALLEN: I do. Thank you,
19 Mr. Chair.

20 Having read the pleadings up to this point,
21 and then of course these motions to amend the schedule
22 notice, I'm looking at -- and I'm listening to what's
23 been said today in your summaries and I hear a number
24 of what ifs from both sides of the issue -- from both
25 parties, and maybes, and concerns. And I certainly

1 understand how those are important.

2 I guess what I would like to have is, from
3 Integra first of all, just to hear if you can distill
4 your concerns that you've already vocalized into a few
5 sentences, hopefully, that can tell me how your firm
6 is gonna be directly harmed by keeping the schedule.

7 MR. TRINCHERO: Yes, your Honor, this is Mark
8 Trincherro. We will be harmed in that we will have no
9 opportunity to put into written testimony our concerns
10 with the deficiencies in the settlement agreement
11 between the DPU and the Joint Applicants.

12 That settlement agreement purports to take
13 care of wholesale issues, concerns that my clients
14 have with the merger, and the risks that the merger
15 creates for my clients. And we think it is woefully
16 inadequate and would like to be able to put on
17 testimony.

18 We do not believe that simply doing this
19 through cross examination will give a complete record
20 on that issue. Furthermore, on the HSR documents,
21 these documents are documents that relate to planning
22 that may or may not have yet happened.

23 We've done a lot of discovery in this case.
24 And a lot of what we have heard from the Joint
25 Applicants is, as to OSS for example, no plans have

1 been made as to what the Applicants will do with their
2 operating systems that interface directly with my
3 clients.

4 And yet some of these documents, at least in
5 their descriptions as we were trying to get our hands
6 on them, indicated that, indeed, some planning had
7 been made. So we were trying to get at that. These
8 are not just discrete issues that are addressed in
9 these HSR documents.

10 The HSR documents, we believe, support a
11 number of our arguments littered throughout the
12 testimony. And therefore it would be helpful to the
13 Commission, we believe, to have that addressed in
14 supplemental testimony.

15 COMMISSIONER ALLEN: This is Commissioner
16 Allen again. As a follow up then, does the proposal
17 this evening to have the third day of hearings, if
18 necessary, moved into November, does that mitigate
19 your concerns at all? To have an extra day that's out
20 there a ways?

21 MR. TRINCHERO: Your Honor, the prejudice
22 that would occur for my clients would be the need to
23 bring their witnesses out two different times.

24 If, in fact, the Commission were to go
25 forward with hearings next week on non-wholesale

1 related issues, where counsel and witnesses for my
2 clients did not have to travel to Utah, and we moved
3 all of the wholesale issues to another date, that
4 would certainly address our concern about undue cost.

5 For example, in the Minnesota docket the
6 settlement was arrived at really on the eve of the
7 hearing. The hearings went forward. And then the
8 parties had -- are now forced to go back for an
9 additional day of hearing.

10 That means flying in the witnesses. Flying
11 in counsel. The cost to my clients goes up quite a
12 bit in order to do that. So we would prefer to keep
13 the hearings all together, or at a minimum to keep all
14 of the wholesale issues together.

15 COMMISSIONER ALLEN: Thank you. This is -- I
16 just have one more question, Mr. Chairman, if you
17 don't mind.

18 And in fairness, this is a -- for CenturyLink
19 and for Qwest, a similar question. How are you
20 directly harmed by moving the schedule? I know I've
21 heard a lot of issues here. Now, again, I know you
22 probably feel like you've stated these. But I'd like
23 you to distill them, if possible, to a short notice of
24 harm here. How are you gonna be harmed if we move the
25 schedule.

1 MR. DUARTE: Yes, your Honor, this is Alex
2 Duarte. And I certainly -- if Mr. Zarling has a few
3 things to say I'd ask your indulgence to allow him as
4 well. But, you know, here's our problem: We are
5 having hearings back to back to back to back.

6 You know, we filed our case way back -- well,
7 we filed our application back in May. Since then the
8 Interveners have filed upwards of six to seven hundred
9 pages of testimony. You know, clearly we have cases
10 throughout the country, throughout the region, both on
11 the East Coast and in the Western part of the country.

12 And what's gonna happen is we're gonna keep
13 on running into conflicts and dates going into
14 January. And while Washington is the last state,
15 nevertheless, the more delays that we have the more
16 that it's going to push everything out.

17 You know, one of the things that
18 Mr. Trincherro mentioned was the fact that they may
19 have to fly witnesses in for a second day of hearing
20 or a third day, you know, at a different date.

21 I mean, this is coming from parties who have
22 filed over 500 pages of testimony just from two expert
23 witnesses, who I presume are billing 250, 300 dollars
24 an hour. And to say that, Well, the cost of having
25 to, you know, have an extra day of hearing -- which

1 you're gonna have to have anyway -- and having to fly
2 in to Salt Lake City for an extra time, really it
3 doesn't have much credibility.

4 So I really feel that, you know, it's gonna
5 be very difficult. I think we're gonna be talking
6 into mid-January or so by the time we have a hearing.
7 And given all the other proceedings that are going on,
8 plus the delays that have been sought -- including in
9 my home state of Oregon -- we're gonna just get jumped
10 up and we're gonna be into February and March for
11 hearings and briefing. And I think that's just
12 unacceptable.

13 COMMISSIONER ALLEN: Thank you.

14 MR. ZARLING: Your Honor, this is Kevin
15 Zarling for CenturyLink, and I'd just really echo what
16 Mr. Duarte said. It really kind of comes down to what
17 is really, you know, what is really going on here.
18 Which is -- this is not about due process.

19 This is not about giving Integra really more
20 of an opportunity to address the issues that they want
21 to address. Because, you know, quite frankly it
22 should be very clear that they're not happy with
23 anything less than the commit -- the conditions that
24 they have suggested in their testimony.

25 And so I think, you know, giving them an

1 opportunity to talk about the settlement agreement,
2 for example, is just gonna be an opportunity for them
3 to repeat the same arguments they've already made.

4 And so it really just kind of comes down to
5 this is a strategic gambit by Integra. They would
6 like to delay the proceeding. And they would like to
7 use that to provide more leverage in the negotiations
8 that are ongoing between the parties. And should just
9 make that point clear.

10 There have been settlement discussions.
11 They're occurring on a multi-state basis. And just
12 because they weren't brought in specifically for Utah
13 doesn't mean there haven't been discussions. With
14 that, I think Mr. Duar -- I'll just say Mr. Duarte
15 covered the primary, primary points we would --
16 CenturyLink would want to make.

17 COMMISSIONER ALLEN: Thank you. Those are my
18 questions.

19 CHAIRMAN BOYER: Commissioner Campbell has
20 some questions.

21 Let me start where you just left off. As I
22 look at the Oregon order delaying their hearing dates
23 they mention a couple of reasons why they do that.
24 And one of those is to encourage parties with
25 differing interests to seek to resolve their interests

1 in a mutually-satisfactory manner.

2 Why would that reason not apply in Utah?

3 MR. DUARTE: Your Honor, I can answer that
4 question. I'm counsel for Qwest in Oregon. And in
5 Oregon, your Honor, we have had five settlement
6 conferences. I will not disclose settlement
7 discussions, but we've made a lot of progress. And
8 we're -- we have another hearing -- our last
9 settlement conference tomorrow morning that was
10 rescheduled for Monday once the hearing was pushed
11 off.

12 And we are very hopeful that we're gonna be
13 able to settle, at least with the staff. And we've
14 made a lot of progress there. And so whether we'll be
15 able to settle with the CLECs at this point, I don't
16 know.

17 We'd like to. We've spent a lot of time one
18 on one in Oregon and other places as well. And so I
19 think -- and I certainly won't speak for Judge Arlow.
20 But I get the impression that because of the progress
21 that has been made with five settlement conferences,
22 and progress we've made -- we're making on the retail
23 issues with the PUC staff, and they had six witnesses
24 that filed testimony, that that may have been one of
25 the things that drove Judge Arlow to push the hearing

1 off till December 1st and 2nd.

2 COMMISSIONER CAMPBELL: I guess I'd be
3 interested in -- you mentioned that you're having
4 multi-state settlements with the CLECs. Clearly we,
5 as a Commission, don't want to be put through three
6 days of hearings if you're gonna settle this a couple
7 weeks after we have our hearings. And so I guess I'd
8 be interested from the parties if that's a real
9 possibility.

10 MR. DUARTE: Your Honor, again, this is Alex
11 Duarte. If I could just sort of speak on behalf of
12 the Joint Applicants. I agree with what you're
13 saying. I think in many ways that the more delay that
14 happens, the less incentives the parties have to
15 finally reach settlement.

16 And again, I won't disclose how many
17 discussions have been happening from a
18 company-to-company basis, but they have had those
19 discussions in multiple states.

20 And so the concern I have is that if you push
21 off Utah, just like Judge Arlow pushed off Oregon last
22 Friday, then we won't be making the same kind of
23 progress that we make. But if the hearings are on
24 track, that obviously gives everybody an opportunity
25 to sit down and really kind of make concessions where

1 they have to be made.

2 And again, I won't get into anything
3 substantive. But I just feel that, that having that
4 hearing will, in fact, help settlement and not hinder
5 it.

6 MR. TRINCHERO: Commissioner, this is Mark
7 Trincherro. If I might address that point. That
8 strikes me as absolutely counterintuitive. I believe
9 Judge Arlow rightfully concluded that additional time
10 for settlement discussions between the parties would
11 be fruitful. We agree that additional time for
12 settlement discussions between the parties may prove
13 fruitful.

14 And here in Utah we were not included in the
15 settlement discussions. We would hope that if the
16 Commission, in fact, pushes back the hearing dates we
17 might have a greater opportunity to reach a settlement
18 in Utah as well and obviate the need for a hearing at
19 all.

20 MR. DUARTE: Your Honor, if I could just
21 respond just with 30 seconds. There's nothing Utah
22 specific about these settlements. The conditions
23 that -- the 30 conditions of the Joint CLECs, plus the
24 other 8 or 10 that Level 3 and that one other party --
25 I can't remember what other party -- have done are all

1 basically region-wide.

2 And so there's nothing about Utah -- if we're
3 able to be settle, we're gonna be able to settle
4 globally. And so I don't think that -- I don't want
5 you Commissioners to get the wrong impression that
6 somehow, you know, that by delaying things it's gonna
7 help obviate the need for a hearing in Utah.

8 COMMISSIONER CAMPBELL: Let me ask a question
9 as it relates to how this would appear from Utah's
10 perspective. I understand that the Company is opposed
11 to a most-favored-nation-type clause. Tell me why the
12 State of Utah and its customers and economic
13 environment would be helped by going first rather than
14 going, say, towards the end of the process.

15 MR. DUARTE: Well, your Honor, first of all,
16 Utah wouldn't be going first. There has been -- there
17 was a hearing in Nebraska. I believe there was a
18 hearing in Iowa. There was obviously a three-day
19 hearing in Minnesota.

20 So I would put Utah -- and Oregon would have
21 gone today and tomorrow, had the motion to delay the
22 schedule not been successful. So I think Utah is
23 really kind of in the middle of the pack there. And
24 we have a couple that are just coming back to back as
25 well in Arizona and Colorado.

1 So I don't think that there's any harm at all
2 to Utah. And, you know, one thing I want to note
3 here, your Honor, is that Qwest and CenturyLink have
4 really made strides to try to settle as much as
5 possible. And, in fact, sat down and made some very
6 big commitments to the Division of Public Utilities
7 because we are motivated to settle.

8 So I think that the benefits that have been
9 given -- proposed in the settlement that we hope you
10 will accept and approve shows that Utah is not going
11 to be left behind whatsoever.

12 MR. ZARLING: Your Honor, this is Kevin
13 Zarling, and to try and address that from a different
14 angle. Again, we have settled with the DPU and the
15 OCS, and we think those are fair settlement terms.

16 You know, the real issue I think is with
17 Integra and the CLECs, and whether or not they're
18 gonna get, I suppose, as good a deal as they might get
19 in -- would get in Utah as they would get in other
20 states.

21 And as Mr. Duarte pointed out, really engage
22 in sort of multi-state discussions with them. But on
23 the broader point of an MFN or, you know, similar
24 terms, it would try and bring the provisions that are
25 committed to in other states.

1 You know, the reason why we generally don't
2 like to have those commitments or those kind of MFN
3 provisions is simply because it's very difficult to
4 know what, what you're gonna end up with in another
5 state, and whether it is transferable to a particular
6 state.

7 There's a number of differences in terms of
8 how we negotiated these things in, say, some of the
9 CenturyLink states, and whether those can be portable
10 to Qwest and so forth. So, you know, in many ways we
11 do try and also negotiate on a multistate basis, due
12 to processes occurring at the FCC.

13 And generally speaking, what comes out of
14 that is gonna be applied to all states. And so in
15 that way we feel the parties do get kind of like the
16 best of all worlds when they participate in the FCC
17 proceeding, which most of the, most of the CLEC
18 parties in this case are doing.

19 So just wanted to touch on that.

20 COMMISSIONER CAMPBELL: Thank you. I think I
21 just have two more questions. And one is, I'd like to
22 hear CenturyLink and Qwest's response to the idea of
23 putting all the wholesale issues at a later date.
24 Would we have, would we have two days of hearings on
25 the other issues next week?

1 MR. DUARTE: Your Honor, this is Alex Duarte.
2 And that idea was bandied about last Thursday at the
3 hearing in Oregon. Ultimately the judge I believe
4 said it just would not be that workable. And you have
5 to remember that in Oregon we actually have not yet
6 settled with the staff. And they have six witnesses.

7 And so you could have -- if there's anyplace
8 that you could have made an argument that would kind
9 of work, it would be in Oregon, because we could have
10 dealt with the retail issues, the kind of conditions
11 that the staff there was, was proposing. The
12 financial issues, and all that.

13 But given that we've already settled with the
14 equivalent of staff -- with the DPU and with the other
15 governmental agencies -- the state, local agencies, I
16 think that would be very unworkable. Other than
17 perhaps, I guess, the CLECs attacking the settlement
18 on the non-wholesale issues.

19 But really, what really drives this case --
20 and if you've had time to review the Minnesota
21 transcript you'd see that, you know, what really
22 drives this case, 75 percent of it or more, are the
23 wholesale issues brought by the CLECs.

24 And not the -- what I would call the retail
25 issues or the financial issues, which I think for the

1 most part neither the CLECs nor the staffs have had a
2 lot of objections to.

3 So I think -- I mean, obviously we would
4 prefer that rather than, you know, not having
5 anything. But we think that just because they don't
6 want to fly in a couple of people a second time -- and
7 it really would only be one or two witnesses.

8 And presumably one witness to testify on the
9 HSR -- the Hart-Scott-Rodino document. Really that,
10 to me, doesn't make sense. But obviously, you know,
11 if the Commission wants to proceed that way, you know,
12 we'll obviously do what the Commission wants us to do.

13 COMMISSIONER CAMPBELL: Well, let me ask a
14 final question on the HSR documents. I've heard from
15 CenturyLink/Qwest that it's 10 percent of the
16 documents. I've heard from the Moving Parties that
17 they're numerous.

18 Can someone -- and based on that I have no
19 idea and it's hard to make a judgment whether two
20 weeks is sufficient or not. Can someone tell me how
21 many pages are in those documents, and compare that to
22 how long it took during the case to review that number
23 of pages previously?

24 MR. TRINCHERO: Yes, Commissioner. This is
25 Mark Trincherro. We did a count because the ALJ in the

1 Oregon case had a similar question. And as to
2 not-previously-produced documents, on the Qwest side
3 it was over 1,500 pages. And on the CenturyLink side
4 it was an additional 350 pages.

5 So we're talking about close to 2,000 pages
6 of new material that had not been previously produced.

7 So --

8 MR. DUARTE: Your Honor, can I --

9 MR. TRINCHERO: -- while that may be
10 10 percent --

11 Mr. Duarte, can I finish, please?

12 MR. DUARTE: I thought you were done, I'm
13 sorry. I asked for permission. Sorry.

14 MR. TRINCHERO: Thank you.

15 So while that may, you know, be 10 percent of
16 the total, it's still quite a bit of documents to
17 cover.

18 COMMISSIONER CAMPBELL: Okay. Qwest?

19 MR. DUARTE: Yes, your Honor. First of all,
20 as I mentioned, the vast -- I think there are 1,500
21 documents -- or pages of documents. First of all,
22 none of it -- and I've reviewed every single page, and
23 they're mostly PowerPoint and financial decs about
24 financial issues, and whether it makes sense for Qwest
25 to accept a merger with CenturyLink, other merger

1 partners, things of that nature.

2 The point is, though, that we produced --
3 while we produced 15 -- we produced all the documents
4 recently because we had already previously produced
5 some. They have had more than 90 percent of the
6 documents for at least a month and-a-half.

7 Really the only documents that were being
8 fought about that they saw for the very first time
9 were the documents that were produced on
10 October 1st -- so that's almost three weeks now -- in
11 Minnesota. And again, it was a very small document.
12 And really the focus has been on the CenturyLink
13 documents.

14 COMMISSIONER CAMPBELL: Mr. Duarte, you just
15 confused me again. You said they had over 90 percent
16 of the documents. Was that part of this 1,500 pages,
17 or is the 1,500 pages part of the 10 percent?

18 MR. DUARTE: Yes, your Honor. We gave them
19 the stack of all the documents at once, even though we
20 had previously produced a bunch of documents, just
21 because we knew it was gonna be too hard to figure
22 out, you know, which ones to recopy. So we gave them
23 all of them.

24 But more than 90 percent of those documents
25 had been --

1 MR. ZARLING: Commissioners.

2 MR. DUARTE: -- produced to them in
3 Washington State back in, in June, and July, and
4 August. So they've had that -- those documents for a
5 long, long time.

6 Moreover, your Honor, they are filing
7 testimony this Friday in Minnesota on the HSR
8 documents. The last of which they received on
9 October 1st, three weeks ago. So they have had all
10 these documents, most of them, for several months.

11 The last remaining documents they've had for
12 three weeks. And while we produced it two weeks ago,
13 October 8th, in Oregon, they've had all those
14 documents beforehand. And it's the same witnesses and
15 the same attorneys.

16 So 1,500 sounds like a lot. And it, you
17 know, is a lot, obviously. But really it's a
18 misleading number, your Honor.

19 MR. ZARLING: Your Honor, this is Kevin
20 Zarling for CenturyLink. If I could just add a little
21 bit?

22 COMMISSIONER CAMPBELL: Go ahead.

23 MR. ZARLING: Thank you. Mr. Duarte stated
24 earlier -- I think I did too -- the real focus in all
25 the states has been on gaining access to the

1 CenturyLink documents. In some states Integra has
2 only moved to compel the production of the CenturyLink
3 HSR documents.

4 And there's really only -- there's really
5 nine documents that were produced on October 1st. And
6 of those nine documents, only one of them was related
7 to wholesale issues. That one document was 12 pages,
8 and it was a PowerPoint.

9 And none of those pages have anything to do
10 with wholesale interconnection issues. They have to
11 do with wholesale issues such as switched access,
12 special access, prison pay phones, that kind of
13 wholesale issue.

14 And so I'll be very interested to see what,
15 what gets filed in Minnesota tomorrow. As Mr. Duarte
16 mentioned, they're filing their HSR testimony
17 tomorrow.

18 So the CLECs are in a position to very
19 quickly, if there's any additional time needed, to
20 file some testimony on these HSR documents along the
21 lines of the alternative that we proposed. And -- you
22 know, in our response -- take an extra day to deal
23 with these HSR issues.

24 And just as a final point, to reiterate I
25 think what Mr. Duarte was saying, really what's left

1 in this case are the wholesale issues. And so we
2 ought to take these two days that we have coming up
3 this week to try and deal with those.

4 CHAIRMAN BOYER: All right, thank you. I'm
5 just -- because of the lateness of the hour I'm just
6 gonna focus on the practical side of this. And don't
7 read anything into my questions.

8 But one of the date -- if we were to amend
9 the schedule, one of the dates recommended or
10 suggested was December 13th. It turns out we have
11 already a hearing scheduled in another case on that
12 day.

13 Later in the week, however, we might be
14 available. So my question is, is it even feasible to
15 gather up all of the lawyers and all of the witnesses
16 and spend a couple of days in Utah hearing this thing
17 later in the week of December 13th? Do you --

18 MR. DUARTE: Your Honor, this is Alex Duarte.
19 And we had a footnote, and maybe we should have made
20 it more prominent. That's not gonna be possible
21 because our main wholesale witness -- who was on the
22 stand for three and-a-half hours in Minnesota -- is
23 Michael Hunsucker. And he is testifying that week in
24 a trial in Virginia Federal Court.

25 And also my co-counsel, Mr. Zarling, I

1 understand has a two-day Texas -- hearing before the
2 Texas PUC. So right there -- and that's the problem
3 with moving these dates is, you know, back in June
4 people could set their schedules four months in
5 advance.

6 You know, dates are already being booked for
7 December, and November, and clear into January, so
8 that's part of the problem. But that week would not
9 work at all. So now we're into past Christmas.

10 CHAIRMAN BOYER: All right. We're gonna take
11 a short recess. And if you'll bear with us, we'll be
12 back in five or ten minutes.

13 (A recess was taken from 5:55 to 6:06 p.m.)

14 CHAIRMAN BOYER: Okay, let's go back on the
15 record. Inasmuch as the Moving Parties have withdrawn
16 their motion to compel we won't deal with that issue
17 at this point in time.

18 With respect to motion to amend the schedule
19 this will be our ruling: We're going to have the
20 hearing in chief on October 26th and 27th. We will
21 give the parties, particularly the CLECs, until the
22 close of business on the 28th of October to file
23 written testimony responding to the HSR documents and
24 the DPU settlement.

25 We will give Qwest and CenturyLink till the

1 close of -- and anyone else who wants to weigh in as
2 well, till the close of business on November 2nd to
3 file any written responses that are necessary.

4 And then, to the extent necessary and if the
5 parties desire it, we will hold a hearing on those
6 remaining issues -- the HSR documents and the DPU
7 settlement, if any -- on November 4th, beginning at
8 9 a.m. I think that's a date that's been previously
9 cleared with all the parties and us.

10 Any questions?

11 MR. DUARTE: Your Honor, this is Alex Duarte.
12 You were kind of -- at the beginning kind of coming in
13 and out.

14 So we are gonna go forward then next Tuesday
15 for two days, and then we have this additional process
16 coming back on November 4th with testimony on the data
17 that you mentioned; is that correct?

18 CHAIRMAN BOYER: Yes, if necessary. We're
19 gonna schedule it. We're gonna make sure that that
20 day is sacred. To the extent something happens in the
21 interim or there's a global international settlement
22 or something, you know, you'll be sure to let us know,
23 I hope.

24 Thank you all for your participation.

25 (The hearing was concluded at 6:09 p.m.)

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

C E R T I F I C A T E

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

This is to certify that the foregoing proceedings were taken before me, KELLY L. WILBURN, a Certified Shorthand Reporter and Registered Professional Reporter in and for the State of Utah.

That the proceedings were reported by me in stenotype and thereafter caused by me to be transcribed into typewriting. And that a full, true, and correct transcription of said proceedings so taken and transcribed is set forth in the foregoing pages, numbered 1 through 45, inclusive.

I further certify that I am not of kin or otherwise associated with any of the parties to said cause of action, and that I am not interested in the event thereof.

SIGNED ON THIS 31st DAY OF October, 2010.

Kelly L. Wilburn, CSR, RPR
Utah CSR No. 109582-7801

<p>1</p> <p>1,500 [5] - 39:3, 39:20, 40:16, 40:17, 41:16 10 [6] - 18:24, 33:24, 38:15, 39:10, 39:15, 40:17 10-049-16 [1] - 4:5 11th [1] - 17:25 12 [1] - 42:7 12th [1] - 13:14 13th [2] - 43:10, 43:17 15 [1] - 40:3 1st [8] - 13:20, 14:1, 17:24, 23:15, 32:1, 40:10, 41:9, 42:5</p>	<p>6:06 [1] - 44:13 6:09 [1] - 45:25</p> <p>7</p> <p>75 [1] - 37:22</p> <p>8</p> <p>8 [1] - 33:24 8th [1] - 41:13</p> <p>9</p> <p>9 [1] - 45:8 90 [5] - 18:5, 18:23, 40:5, 40:15, 40:24</p>	<p>afore [1] - 4:14 afore-captioned [1] - 4:14 aforementioned [1] - 4:13 afternoon [4] - 4:19, 4:23, 5:8, 7:6 agencies [2] - 37:15 ago [6] - 9:24, 13:14, 18:24, 19:1, 41:9, 41:12 agree [2] - 32:12, 33:11 agreed [2] - 7:7 agreement [1] - 9:11 agreements [3] - 18:16, 21:1, 21:2 ahead [2] - 20:7, 41:22 Alex Duarte [7] - 5:11, 21:10, 28:1, 32:10, 37:1, 43:18, 45:11 ALJ [1] - 38:25 allow [4] - 8:11, 10:19, 11:16, 28:3 allowed [1] - 23:1 almost [1] - 40:10 alternative [2] - 15:24, 42:21 amend [9] - 4:13, 7:16, 8:10, 8:14, 10:15, 11:12, 24:21, 43:8, 44:18 Amending [1] - 10:14 amending [5] - 9:4, 10:18, 11:7, 20:21, 22:15 amount [1] - 10:22 and-a-half [4] - 19:1, 19:2, 40:6, 43:22 angle [1] - 35:14 Ankum [1] - 17:15 answer [2] - 9:2, 31:3 anyplace [1] - 37:7 anyway [1] - 29:1 apart [1] - 18:3 appear [1] - 34:9 appearances [2] - 4:4, 4:15 appearing [3] - 4:17, 4:20, 4:24 apple [1] - 5:5 Applicant [1] - 8:25 Applicants [3] - 8:4, 24:6, 26:1 application [1] - 28:7 Application [1] - 4:6 applied [1] - 36:14</p>	<p>apply [1] - 31:2 appropriate [2] - 8:10, 23:18 Approval [1] - 4:7 approvals [1] - 23:24 approve [1] - 35:10 argue [1] - 18:7 argued [1] - 8:1 arguing [1] - 21:25 argument [2] - 9:21, 37:8 arguments [3] - 11:13, 26:11, 30:3 Arizona [1] - 34:25 Arlow [4] - 31:19, 31:25, 32:21, 33:9 arrived [1] - 27:6 articulated [1] - 24:12 Assistant [1] - 5:25 assure [2] - 18:13, 20:9 attacking [1] - 37:17 attempted [1] - 7:24 attend [1] - 19:13 Attorney General [1] - 6:1 attorneys [1] - 41:15 August [3] - 17:23, 18:6, 41:4 authority [1] - 11:16 available [4] - 13:12, 14:8, 19:17, 43:14 aware [1] - 7:23</p>	<p>bit [7] - 12:23, 15:16, 20:12, 23:20, 27:12, 39:16, 41:21 booked [1] - 44:6 BOYER [1] - 10:14 briefing [2] - 20:18, 29:11 briefly [1] - 21:11 briefs [1] - 24:2 bring [2] - 26:23, 35:24 broader [1] - 35:23 brought [4] - 21:6, 21:20, 30:12, 37:23 bunch [1] - 40:20 burden [1] - 22:5 business [3] - 22:1, 44:22, 45:2 buy [1] - 22:2</p>
<p>2</p> <p>2,000 [1] - 39:5 20 [1] - 4:1 2010 [1] - 4:1 23rd [1] - 17:23 250 [1] - 28:23 26th [1] - 44:20 27th [1] - 44:20 28th [1] - 44:22 29th [1] - 17:19 2nd [2] - 32:1, 45:2</p>	<p>A</p> <p>a-r-l-i-n-g [1] - 5:10 a.m [1] - 45:8 able [6] - 14:12, 25:16, 31:13, 31:15, 34:3 absolutely [1] - 33:8 accept [2] - 35:10, 39:25 acceptable [1] - 12:9 access [7] - 13:7, 13:24, 14:10, 14:17, 41:25, 42:11, 42:12 accordingly [1] - 6:21 add [4] - 9:20, 14:4, 24:11, 41:20 added [1] - 14:20 addition [1] - 8:13 additional [16] - 8:5, 9:14, 10:4, 11:19, 12:19, 15:14, 15:23, 20:16, 20:24, 24:8, 27:9, 33:9, 33:11, 39:4, 42:19, 45:15 address [11] - 11:17, 12:17, 15:3, 15:12, 23:7, 23:19, 27:4, 29:20, 29:21, 33:7, 35:13 addressed [5] - 7:14, 10:9, 23:6, 26:8, 26:13 addresses [1] - 11:15 Administrative Law Judge [1] - 19:12 ado [2] - 16:8, 19:3 advance [1] - 44:5 advised [1] - 9:11</p>	<p>B</p> <p>banded [1] - 37:2 based [3] - 7:18, 9:10, 38:18 basis [4] - 11:19, 30:11, 32:18, 36:11 bear [1] - 44:11 beforehand [1] - 41:14 beginning [4] - 4:15, 7:21, 45:7, 45:12 behalf [10] - 4:17, 4:20, 4:25, 5:14, 5:17, 9:19, 15:9, 16:21, 16:22, 32:11 behind [1] - 35:11 believes [1] - 20:15 benefits [1] - 35:8 best [1] - 36:16 between [7] - 8:15, 8:17, 19:15, 25:11, 30:8, 33:10, 33:12 big [1] - 35:6 billing [1] - 28:23</p>	<p>C</p> <p>calendar [1] - 15:20 calendared [1] - 15:21 cannot [1] - 23:22 Captioned [1] - 4:5 captioned [1] - 4:14 care [1] - 25:13 case [21] - 4:14, 11:5, 12:24, 13:24, 15:6, 17:14, 18:9, 19:23, 20:3, 21:25, 22:4, 23:1, 25:23, 28:6, 36:18, 37:19, 37:22, 38:22, 39:1, 43:1, 43:11 cases [2] - 16:19, 28:9 CenturyLink [20] - 5:10, 11:10, 13:10, 13:19, 17:4, 17:13, 18:2, 27:18, 29:15, 30:16, 35:3, 36:9, 36:22, 39:3, 39:25, 40:12, 41:20, 42:1, 42:2, 44:25 CenturyLink's [2] - 13:21, 13:22 CenturyLink/Qwest [2] - 17:7, 38:15 CenturyTel [1] - 4:7 certainly [12] - 16:9, 16:20, 16:25, 18:7, 18:15, 20:7, 21:7, 24:5, 24:25, 27:4, 28:2, 31:19 Chair [1] - 24:19 Chairman [1] - 27:16 CHAIRMAN BOYER [22] - 4:3, 4:22, 5:2,</p>	
<p>3</p> <p>30 [3] - 13:11, 33:21, 33:23 300 [1] - 28:23 350 [1] - 39:4 39 [3] - 13:11, 14:25, 15:2</p>	<p>4</p> <p>4th [4] - 19:16, 20:17, 45:7, 45:16</p>			
<p>4</p>				
<p>5</p> <p>500 [1] - 28:22 5:03 [1] - 4:1 5:55 [1] - 44:13 5th [4] - 14:5, 14:6, 14:9, 14:15</p>				
<p>6</p>				
<p>6 [1] - 15:1</p>				

<p>5:6, 5:18, 5:24, 6:2, 6:6, 9:3, 9:17, 10:11, 10:16, 11:2, 16:3, 20:20, 22:10, 24:15, 30:19, 43:4, 44:10, 44:14, 45:18 chance [1] - 6:10 characterization [1] - 23:9 chief [1] - 44:20 Christmas [1] - 44:9 circumstances [1] - 10:18 clause [1] - 34:11 Clauson [1] - 12:8 Clauson's [1] - 12:10 clear [4] - 19:4, 29:22, 30:9, 44:7 cleared [1] - 45:9 clearly [1] - 28:9 Clearly [1] - 32:4 CLEC [3] - 15:16, 16:16, 36:17 CLECs [16] - 10:1, 12:6, 12:14, 12:16, 13:1, 15:5, 16:10, 20:1, 31:15, 32:4, 35:17, 37:17, 37:23, 38:1, 42:18, 44:21 client [2] - 8:19, 21:16 clients [8] - 9:8, 21:25, 25:13, 25:15, 26:3, 26:22, 27:2, 27:11 close [6] - 13:2, 23:23, 39:5, 44:22, 45:1, 45:2 co [1] - 43:25 co-counsel [1] - 43:25 Coast [1] - 28:11 Coleman [1] - 16:22 Colorado [1] - 34:25 coming [5] - 28:21, 34:24, 43:2, 45:12, 45:16 comments [4] - 10:12, 10:23, 10:25, 24:8 Commerce [1] - 17:3 Commission [13] - 7:23, 8:8, 8:10, 11:16, 15:19, 24:1, 24:4, 26:13, 26:24, 32:5, 33:16, 38:11, 38:12 Commission's [2] - 11:15, 16:17 Commissioner [2] - 33:6, 38:24 Commissioner</p>	<p>Allen [7] - 24:17, 24:18, 26:15, 27:15, 29:13, 30:17 Commissioner Campbell [8] - 30:19, 32:2, 34:8, 36:20, 38:13, 39:18, 40:14, 41:22 Commissioners [5] - 19:12, 22:12, 24:16, 34:5, 41:1 commit [1] - 29:23 commitments [4] - 11:23, 12:15, 35:6, 36:2 committed [1] - 35:25 Communications [3] - 4:6, 4:9, 4:18 company [3] - 7:7, 32:18 Company [2] - 4:9, 34:10 company-to-company [1] - 32:18 comparably [1] - 22:8 compare [1] - 38:21 compel [3] - 4:12, 13:16, 42:2 complete [1] - 25:19 concern [3] - 12:14, 27:4, 32:20 concerning [1] - 10:25 concerns [6] - 22:4, 24:25, 25:4, 25:9, 25:13, 26:19 concessions [1] - 32:25 concluded [2] - 33:9, 45:25 conclusion [2] - 15:7, 15:9 conditions [4] - 29:23, 33:22, 33:23, 37:10 conference [1] - 31:9 conferences [3] - 16:15, 31:6, 31:21 confidential [3] - 17:17, 17:22 conflicts [2] - 19:18, 28:13 confused [1] - 40:15 consecutive [1] - 19:10 considered [1] - 21:9 consultants [3] - 13:13, 13:23, 14:19 Consumer [1] -</p>	<p>21:22 contents [2] - 18:12, 18:13 continued [1] - 8:4 Control [1] - 4:8 Corporation [2] - 4:8, 4:10 correct [1] - 45:17 Correspondingly [1] - 10:21 cost [3] - 27:4, 27:11, 28:24 counsel [10] - 5:12, 5:17, 13:6, 13:13, 13:23, 17:15, 27:1, 27:11, 31:4, 43:25 count [2] - 15:1, 38:25 counterintuitive [1] - 33:8 country [2] - 28:10, 28:11 couple [10] - 14:13, 16:6, 22:13, 22:19, 24:7, 30:23, 32:6, 34:24, 38:6, 43:16 course [1] - 24:21 cover [1] - 39:17 covered [1] - 30:15 creates [1] - 25:15 credibility [1] - 29:3 criticizing [1] - 12:7 cross [4] - 12:20, 16:20, 17:1, 20:2 cross examination [5] - 9:25, 15:16, 17:8, 19:25, 25:19 customer [1] - 21:18 customers [3] - 22:1, 22:2, 34:12</p>	<p>dealt [1] - 37:10 December [6] - 19:18, 24:4, 32:1, 43:10, 43:17, 44:7 decs [1] - 39:23 defend [1] - 17:8 deficiencies [1] - 25:10 delay [4] - 24:6, 30:6, 32:13, 34:21 delaying [2] - 30:22, 34:6 delays [2] - 28:15, 29:8 deliberate [1] - 6:11 delivered [1] - 23:24 Department [2] - 8:16, 17:3 Department of Defense [3] - 4:25, 9:7, 21:16 descriptions [1] - 26:5 designation [1] - 17:21 desire [1] - 45:5 Despite [1] - 8:19 detail [1] - 15:3 differences [1] - 36:7 different [4] - 22:2, 26:23, 28:20, 35:13 differing [1] - 30:25 difficult [2] - 29:5, 36:3 direct [1] - 12:3 directly [3] - 25:6, 26:2, 27:20 disclose [2] - 31:6, 32:16 discovery [2] - 4:12, 25:23 discrete [1] - 26:8 discussion [2] - 16:12, 23:20 discussions [12] - 16:9, 16:15, 16:16, 30:10, 30:13, 31:7, 32:17, 32:19, 33:10, 33:12, 33:15, 35:22 distill [2] - 25:3, 27:23 divergent [1] - 22:9 Division [12] - 6:1, 10:12, 10:18, 10:21, 10:24, 11:21, 11:22, 11:25, 12:2, 12:13, 21:8, 21:21 Division of Public Utilities [1] - 35:6 Division's [2] - 12:8, 12:21</p>	<p>Docket [1] - 4:5 docket [2] - 23:14, 27:5 document [3] - 38:9, 40:11, 42:7 documents [75] - 7:19, 7:21, 7:25, 8:5, 8:12, 12:22, 12:25, 13:1, 13:7, 13:10, 13:11, 13:17, 13:19, 13:25, 14:6, 14:8, 14:10, 14:13, 14:17, 14:21, 14:23, 14:25, 17:11, 17:12, 17:17, 17:19, 17:20, 18:3, 18:5, 18:8, 18:10, 18:14, 18:19, 18:20, 19:4, 23:5, 23:9, 23:12, 23:15, 23:19, 25:20, 25:21, 26:4, 26:9, 26:10, 38:14, 38:16, 38:21, 39:2, 39:16, 39:21, 40:3, 40:6, 40:7, 40:9, 40:13, 40:16, 40:19, 40:20, 40:24, 41:4, 41:8, 41:10, 41:11, 41:14, 42:1, 42:3, 42:5, 42:6, 42:20, 44:23, 45:6 dollars [1] - 28:23 done [3] - 25:23, 33:25, 39:12 down [5] - 17:22, 29:16, 30:4, 32:25, 35:5 downgraded [1] - 17:21 DPU [10] - 8:19, 16:11, 16:22, 17:7, 22:25, 25:11, 35:14, 37:14, 44:24, 45:6 DPU's [2] - 22:22, 23:3 DPU/Joint [1] - 8:25 drabs [1] - 23:11 dribs [1] - 23:11 drives [2] - 37:19, 37:22 drove [1] - 31:25 Duar [1] - 30:14 DUARTE [17] - 5:11, 5:12, 16:5, 21:10, 28:1, 31:3, 32:10, 33:20, 34:15, 37:1, 39:8, 39:12, 39:19, 40:18, 41:2, 43:18, 45:11 Duarte [11] - 15:8, 16:4, 20:20, 29:16, 30:14, 35:21, 39:11, 40:14, 41:23, 42:15,</p>
		<p style="text-align: center;">D</p>		
		<p>data [1] - 45:16 date [8] - 10:4, 19:5, 19:16, 27:3, 28:20, 36:23, 43:8, 45:8 dates [11] - 10:5, 19:10, 19:14, 19:17, 23:21, 28:13, 30:22, 33:16, 43:9, 44:3, 44:6 days [15] - 9:25, 10:9, 15:10, 15:19, 16:1, 19:24, 20:6, 20:8, 20:10, 32:6, 36:24, 43:2, 43:16, 45:15 deal [4] - 35:18, 42:22, 43:3, 44:16 deals [1] - 9:9</p>		

<p>42:25 due [7] - 13:3, 14:2, 14:3, 14:14, 14:16, 29:18, 36:11 during [1] - 38:22</p>	<p>fairly [1] - 7:19 fairness [1] - 27:18 favor [4] - 9:4, 10:13, 11:6, 22:15 avored [1] - 34:11 FCC [2] - 36:12, 36:16</p>	<p>footnote [1] - 43:19 forced [1] - 27:8 formidable [1] - 11:5 forth [1] - 36:10 forthcoming [1] - 10:3</p>	<p style="text-align: center;">H</p>	<p>20:2, 43:22 HSR [26] - 12:22, 13:1, 13:7, 13:9, 13:10, 13:19, 13:24, 14:6, 14:8, 14:21, 14:23, 14:25, 17:11, 23:5, 25:20, 26:9, 26:10, 38:9, 38:14, 41:7, 42:3, 42:16, 42:20, 42:23, 44:23, 45:6 hundred [1] - 28:8</p>
<p style="text-align: center;">E</p>	<p>feasible [1] - 43:14 February [2] - 24:3, 29:10</p>	<p>forward [4] - 20:13, 26:25, 27:7, 45:14 fought [2] - 18:25, 40:8</p>	<p>half [4] - 19:1, 19:2, 40:6, 43:22 hands [1] - 26:5 happy [2] - 9:2, 29:22</p>	<p style="text-align: center;">I</p>
<p>early [1] - 24:3 easily [1] - 14:20 East [1] - 28:11 echo [1] - 29:15 economic [1] - 34:12 effect [1] - 19:20 encourage [1] - 30:24 end [2] - 34:14, 36:4 engage [1] - 35:21 entered [2] - 8:15, 22:24 entering [2] - 8:20, 10:23 enterprise [2] - 21:18, 22:1 enterprise-type [1] - 21:18 environment [1] - 34:13 equivalent [1] - 37:14 essentially [1] - 12:16 EVANS [1] - 5:16 eve [1] - 27:6 evening [1] - 26:17 examine [2] - 12:20, 16:20 examined [1] - 17:1 examining [1] - 20:2 example [3] - 25:25, 27:5, 30:2 except [1] - 12:19 excuse [1] - 12:25 expected [1] - 15:15 expert [1] - 28:22 expertise [1] - 14:18 extend [1] - 19:5 extent [2] - 45:4, 45:20 extra [4] - 26:19, 28:25, 29:2, 42:22 eyes [1] - 17:21</p>	<p>Federal [1] - 23:23 Federal Court [1] - 43:24 Federal Executive Agencies [1] - 5:1 Fenn [2] - 16:21, 19:9 few [7] - 6:11, 15:8, 17:20, 17:24, 19:4, 25:4, 28:2 figure [1] - 40:21 file [8] - 8:24, 10:2, 21:12, 23:2, 23:3, 42:20, 44:22, 45:3 filed [20] - 4:12, 6:23, 7:17, 8:7, 10:3, 11:11, 11:20, 11:24, 12:6, 12:13, 14:5, 15:25, 23:7, 23:17, 28:6, 28:7, 28:8, 28:22, 31:24, 42:15 filing [4] - 8:13, 18:20, 41:6, 42:16 filings [1] - 8:6 final [4] - 6:20, 22:14, 38:14, 42:24 finally [2] - 17:23, 32:15 Finally [1] - 23:20 financial [4] - 37:12, 37:25, 39:23, 39:24 finish [3] - 20:6, 20:17, 39:11 firm [1] - 25:5 first [9] - 6:17, 9:24, 18:1, 22:15, 25:3, 34:13, 34:15, 34:16, 40:8 First [4] - 7:4, 22:19, 39:19, 39:21 five [4] - 16:14, 31:5, 31:21, 44:12 fly [3] - 28:19, 29:1, 38:6</p>	<p>foundation [1] - 12:9 four [4] - 10:5, 15:11, 20:2, 44:4 frankly [2] - 9:15, 29:21 Friday [3] - 18:21, 32:22, 41:7 front [1] - 15:10 fruitful [2] - 33:11, 33:13 Furthermore [1] - 25:20</p>	<p>hard [3] - 19:15, 38:19, 40:21 harm [2] - 27:24, 35:1 harmed [4] - 25:6, 25:8, 27:20, 27:24 Hart [1] - 38:9 Hart-Scott-Rodino [1] - 38:9 hear [6] - 6:17, 22:14, 24:23, 25:3, 36:22 heard [4] - 25:24, 27:21, 38:14, 38:16 hearing [36] - 6:13, 6:14, 9:9, 9:23, 10:4, 10:5, 10:8, 16:22, 19:5, 19:11, 19:22, 23:21, 24:4, 27:7, 27:9, 28:19, 28:25, 29:6, 30:22, 31:8, 31:10, 31:25, 33:4, 33:16, 33:18, 34:7, 34:17, 34:18, 34:19, 37:3, 43:11, 43:16, 44:1, 44:20, 45:5, 45:25 Hearing [1] - 11:8 hearings [13] - 10:9, 19:19, 24:1, 26:17, 26:25, 27:7, 27:13, 28:5, 29:11, 32:6, 32:7, 32:23, 36:24 held [1] - 9:23 help [2] - 33:4, 34:7 helped [1] - 34:13 helpful [1] - 26:12 highly [2] - 17:17, 17:22 highly-confidential [1] - 17:17 hinder [1] - 33:4 hold [1] - 45:5 home [2] - 16:13, 29:9 hope [4] - 20:6, 33:15, 35:9, 45:23 hopeful [1] - 31:12 hopefully [1] - 25:5 hoping [1] - 15:15 hour [3] - 6:9, 28:24, 43:5 hours [3] - 17:2,</p>	<p>idea [3] - 36:22, 37:2, 38:19 ifs [1] - 24:24 important [1] - 25:1 impression [2] - 31:20, 34:5 inadequate [1] - 25:16 Inasmuch [1] - 44:15 Inc [2] - 4:7 incentives [1] - 32:14 included [2] - 9:25, 33:14 including [5] - 6:22, 8:6, 16:13, 19:9, 29:8 indeed [2] - 12:5, 26:6 indicated [2] - 14:7, 26:6 Indirect [1] - 4:8 individual [1] - 16:16 indulgence [1] - 28:3 informed [2] - 8:14, 8:22 Integra [19] - 4:12, 4:15, 4:17, 4:21, 6:19, 11:13, 12:5, 13:16, 13:24, 14:6, 14:8, 16:10, 21:20, 22:14, 25:3, 29:19, 30:5, 35:17, 42:1 interconnection [3] - 15:4, 18:16, 42:10 interested [4] - 21:17, 32:3, 32:8, 42:14 interests [2] - 30:25 interface [1] - 26:2 interim [1] - 45:21 International [1] - 4:7 international [1] - 45:21 Intervenors [1] - 28:8 Introduce [1] - 5:24</p>
<p style="text-align: center;">F</p>	<p>First [4] - 7:4, 22:19, 39:19, 39:21 five [4] - 16:14, 31:5, 31:21, 44:12 fly [3] - 28:19, 29:1, 38:6 flying [1] - 27:10 Flying [1] - 27:10 focus [6] - 13:9, 18:2, 21:19, 40:12, 41:24, 43:6 folks [1] - 19:9 follow [1] - 26:16</p>	<p style="text-align: center;">G</p>	<p style="text-align: center;">G</p>	<p style="text-align: center;">I</p>
<p>fact [11] - 7:12, 7:18, 15:1, 16:8, 18:6, 20:25, 26:24, 28:18, 33:4, 33:16, 35:5 fair [1] - 35:15</p>	<p>gaining [1] - 41:25 gambit [1] - 30:5 game [1] - 7:19 Gates [2] - 12:5, 17:14 gather [1] - 43:15 generally [2] - 36:1, 36:13 given [6] - 10:6, 21:17, 21:18, 29:7, 35:9, 37:13 global [2] - 16:15, 45:21 globally [1] - 34:4 gonna [30] - 10:2, 11:4, 19:11, 19:21, 20:8, 20:10, 25:6, 27:24, 28:12, 29:1, 29:4, 29:5, 29:9, 29:10, 30:2, 31:12, 32:6, 34:3, 34:6, 35:18, 36:4, 36:14, 40:21, 43:6, 43:20, 44:10, 45:14, 45:19 governmental [1] - 37:15 grand [1] - 6:10 great [1] - 7:19 greater [1] - 33:17 Greg Merz [1] - 4:20 grounds [1] - 11:20 guess [7] - 6:13, 15:7, 19:25, 25:2, 32:2, 32:7, 37:17</p>	<p>gaining [1] - 41:25 gambit [1] - 30:5 game [1] - 7:19 Gates [2] - 12:5, 17:14 gather [1] - 43:15 generally [2] - 36:1, 36:13 given [6] - 10:6, 21:17, 21:18, 29:7, 35:9, 37:13 global [2] - 16:15, 45:21 globally [1] - 34:4 gonna [30] - 10:2, 11:4, 19:11, 19:21, 20:8, 20:10, 25:6, 27:24, 28:12, 29:1, 29:4, 29:5, 29:9, 29:10, 30:2, 31:12, 32:6, 34:3, 34:6, 35:18, 36:4, 36:14, 40:21, 43:6, 43:20, 44:10, 45:14, 45:19 governmental [1] - 37:15 grand [1] - 6:10 great [1] - 7:19 greater [1] - 33:17 Greg Merz [1] - 4:20 grounds [1] - 11:20 guess [7] - 6:13, 15:7, 19:25, 25:2, 32:2, 32:7, 37:17</p>	<p>held [1] - 9:23 help [2] - 33:4, 34:7 helped [1] - 34:13 helpful [1] - 26:12 highly [2] - 17:17, 17:22 highly-confidential [1] - 17:17 hinder [1] - 33:4 hold [1] - 45:5 home [2] - 16:13, 29:9 hope [4] - 20:6, 33:15, 35:9, 45:23 hopeful [1] - 31:12 hopefully [1] - 25:5 hoping [1] - 15:15 hour [3] - 6:9, 28:24, 43:5 hours [3] - 17:2,</p>	<p>idea [3] - 36:22, 37:2, 38:19 ifs [1] - 24:24 important [1] - 25:1 impression [2] - 31:20, 34:5 inadequate [1] - 25:16 Inasmuch [1] - 44:15 Inc [2] - 4:7 incentives [1] - 32:14 included [2] - 9:25, 33:14 including [5] - 6:22, 8:6, 16:13, 19:9, 29:8 indeed [2] - 12:5, 26:6 indicated [2] - 14:7, 26:6 Indirect [1] - 4:8 individual [1] - 16:16 indulgence [1] - 28:3 informed [2] - 8:14, 8:22 Integra [19] - 4:12, 4:15, 4:17, 4:21, 6:19, 11:13, 12:5, 13:16, 13:24, 14:6, 14:8, 16:10, 21:20, 22:14, 25:3, 29:19, 30:5, 35:17, 42:1 interconnection [3] - 15:4, 18:16, 42:10 interested [4] - 21:17, 32:3, 32:8, 42:14 interests [2] - 30:25 interface [1] - 26:2 interim [1] - 45:21 International [1] - 4:7 international [1] - 45:21 Intervenors [1] - 28:8 Introduce [1] - 5:24</p>

<p>involved [2] - 8:21, 16:8 Iowa [4] - 12:7, 22:22, 23:1, 34:18 issue [9] - 6:11, 12:22, 15:5, 18:5, 24:24, 25:20, 35:16, 42:13, 44:16 issues [30] - 6:25, 12:10, 12:14, 14:25, 15:4, 15:12, 21:13, 25:13, 26:8, 27:1, 27:3, 27:14, 27:21, 29:20, 31:23, 36:23, 36:25, 37:10, 37:12, 37:18, 37:23, 37:25, 39:24, 42:7, 42:10, 42:11, 42:23, 43:1, 45:6 itself [1] - 16:22</p>	<p style="text-align: center;">L</p> <p>laid [1] - 9:21 larger [2] - 11:3, 22:7 last [15] - 5:14, 11:21, 17:23, 19:7, 22:11, 23:7, 23:17, 23:23, 24:5, 28:14, 31:8, 32:21, 37:2, 41:8, 41:11 late [1] - 7:19 lateness [1] - 43:5 lawyers [1] - 43:15 LD [1] - 4:9 lead [1] - 7:2 least [5] - 14:1, 14:13, 26:4, 31:13, 40:6 leaves [2] - 7:16, 22:7 led [1] - 8:5 left [3] - 30:21, 35:11, 42:25 length [1] - 14:22 lengthy [1] - 7:20 less [2] - 29:23, 32:14 level [2] - 7:25, 14:18 Level 3 [3] - 5:14, 9:19, 33:24 Level 3 Communications [1] - 5:17 leverage [1] - 30:7 Lifeline [1] - 21:14 light [2] - 8:11, 10:17 line [1] - 24:5 lines [1] - 42:21 listening [1] - 24:22 littered [1] - 26:11 LLC [1] - 4:9 local [2] - 5:16, 37:15 look [2] - 11:22, 30:22 looking [1] - 24:22 losing [2] - 8:3, 16:1</p>	<p>material [1] - 39:6 matter [1] - 10:6 maybes [1] - 24:25 mean [4] - 16:7, 28:21, 30:13, 38:3 means [1] - 27:10 measure [1] - 6:21 MECHAM [1] - 6:3 Mecham [1] - 6:6 mention [3] - 6:22, 10:10, 30:23 mentioned [6] - 22:22, 28:18, 32:3, 39:20, 42:16, 45:17 merger [5] - 22:6, 25:14, 39:25 merits [1] - 21:25 MERZ [3] - 4:19, 4:20, 24:10 Merz [3] - 6:16, 24:8, 24:15 Messrs [1] - 6:15 MFN [2] - 35:23, 36:2 Michael Hunsucker [1] - 43:23 mid [3] - 19:18, 20:4, 29:6 mid-December [1] - 19:18 mid-January [1] - 29:6 mid-morning [1] - 20:4 middle [1] - 34:23 might [5] - 15:14, 33:7, 33:17, 35:18, 43:13 mind [1] - 27:17 minimum [1] - 27:13 Minnesota [16] - 9:22, 10:5, 13:18, 15:15, 17:1, 18:21, 18:25, 19:24, 23:14, 27:5, 34:19, 37:20, 40:11, 41:7, 42:15, 43:22 minutes [3] - 6:11, 24:7, 44:12 misleading [1] - 41:18 mistake [1] - 15:18 mitigate [1] - 26:18 modify [1] - 7:24 Monday [1] - 31:10 month [1] - 40:6 months [6] - 13:8, 14:11, 15:11, 18:24, 41:10, 44:4 moot [2] - 7:11, 7:13 Moreover [1] - 41:6 morning [2] - 20:4,</p>	<p>31:9 most [6] - 8:3, 34:11, 36:17, 38:1, 41:10 most-favored-nation-type [1] - 34:11 mostly [1] - 39:23 motion [15] - 6:16, 6:18, 6:19, 7:13, 7:14, 7:16, 8:13, 9:9, 9:19, 10:15, 11:11, 21:20, 24:9, 34:21, 44:18 motion to compel [5] - 7:5, 7:10, 8:6, 14:5, 44:16 motions [2] - 4:12, 24:21 motivated [1] - 35:7 move [2] - 24:3, 27:24 moved [3] - 26:18, 27:2, 42:2 moving [5] - 6:16, 22:11, 23:21, 27:20, 44:3 Moving [2] - 38:16, 44:15 multi [4] - 16:18, 30:11, 32:4, 35:22 multi-party [1] - 16:18 multi-state [3] - 30:11, 32:4, 35:22 multiple [1] - 32:19 multistate [1] - 36:11 mutually [1] - 31:1 mutually-satisfactory [1] - 31:1</p>	<p>new [2] - 16:23, 39:6 next [6] - 6:13, 19:17, 20:14, 26:25, 36:25, 45:14 nine [3] - 13:18, 42:5, 42:6 nobody [1] - 16:9 non [2] - 26:25, 37:18 non-wholesale [2] - 26:25, 37:18 none [4] - 11:8, 15:3, 39:22, 42:9 not-previously-produced [1] - 39:2 note [1] - 35:2 Nothing [2] - 21:15 nothing [7] - 12:1, 16:23, 17:5, 18:15, 18:16, 33:21, 34:2 notice [2] - 24:22, 27:23 November [9] - 5:5, 19:16, 20:17, 26:18, 44:7, 45:2, 45:7, 45:16 number [10] - 7:19, 7:21, 8:1, 8:6, 14:24, 24:23, 26:11, 36:7, 38:22, 41:18 numerous [2] - 23:12, 38:17</p>
<p style="text-align: center;">J</p> <p>January [6] - 19:21, 20:11, 24:2, 28:14, 29:6, 44:7 join [1] - 9:8 Joint [1] - 4:6 Joint Applicants [13] - 7:7, 7:23, 8:16, 8:17, 12:15, 12:20, 14:7, 16:16, 16:21, 22:20, 25:11, 25:24, 32:12 Joint CLECs [5] - 13:5, 13:12, 13:15, 14:9, 33:23 Judge [4] - 31:19, 31:25, 32:21, 33:9 judge [1] - 37:3 judgment [1] - 38:19 July [3] - 7:22, 13:14, 41:3 jumped [1] - 29:9 June [5] - 17:19, 19:8, 19:11, 41:3, 44:3</p>	<p style="text-align: center;">M</p> <p>magic [1] - 17:6 main [1] - 43:21 majority [3] - 13:7, 14:12, 18:4 manner [2] - 23:8, 31:1 March [1] - 29:10 Mark Trinchero [5] - 4:17, 22:19, 25:7, 33:6, 38:25</p>	<p>material [1] - 39:6 matter [1] - 10:6 maybes [1] - 24:25 mean [4] - 16:7, 28:21, 30:13, 38:3 means [1] - 27:10 measure [1] - 6:21 MECHAM [1] - 6:3 Mecham [1] - 6:6 mention [3] - 6:22, 10:10, 30:23 mentioned [6] - 22:22, 28:18, 32:3, 39:20, 42:16, 45:17 merger [5] - 22:6, 25:14, 39:25 merits [1] - 21:25 MERZ [3] - 4:19, 4:20, 24:10 Merz [3] - 6:16, 24:8, 24:15 Messrs [1] - 6:15 MFN [2] - 35:23, 36:2 Michael Hunsucker [1] - 43:23 mid [3] - 19:18, 20:4, 29:6 mid-December [1] - 19:18 mid-January [1] - 29:6 mid-morning [1] - 20:4 middle [1] - 34:23 might [5] - 15:14, 33:7, 33:17, 35:18, 43:13 mind [1] - 27:17 minimum [1] - 27:13 Minnesota [16] - 9:22, 10:5, 13:18, 15:15, 17:1, 18:21, 18:25, 19:24, 23:14, 27:5, 34:19, 37:20, 40:11, 41:7, 42:15, 43:22 minutes [3] - 6:11, 24:7, 44:12 misleading [1] - 41:18 mistake [1] - 15:18 mitigate [1] - 26:18 modify [1] - 7:24 Monday [1] - 31:10 month [1] - 40:6 months [6] - 13:8, 14:11, 15:11, 18:24, 41:10, 44:4 moot [2] - 7:11, 7:13 Moreover [1] - 41:6 morning [2] - 20:4,</p>	<p style="text-align: center;">N</p> <p>name [1] - 5:14 nation [1] - 34:11 nature [2] - 21:14, 40:1 Nebraska [1] - 34:17 necessary [4] - 26:18, 45:3, 45:4, 45:18 need [9] - 7:14, 9:14, 11:3, 15:23, 20:15, 26:22, 33:18, 34:7 needed [3] - 18:22, 18:23, 42:19 negotiate [1] - 36:11 negotiated [1] - 36:8 negotiations [4] - 8:21, 8:22, 9:13, 30:7 never [1] - 8:1 nevertheless [1] - 28:15</p>	<p style="text-align: center;">O</p> <p>object [1] - 16:1 objection [1] - 23:3 objections [1] - 38:2 observe [1] - 6:5 Observe [1] - 6:6 obtain [1] - 9:15 obviate [2] - 33:18, 34:7 obviously [7] - 17:18, 32:24, 34:18, 38:3, 38:10, 38:12, 41:17 occur [1] - 26:22 occurring [2] - 30:11, 36:12 OCS [2] - 11:21, 35:15 OCTOBER [1] - 4:1 October [17] - 9:24, 13:20, 14:1, 14:3, 14:5, 14:6, 14:9, 14:15, 17:24, 17:25, 23:15, 40:10, 41:9, 41:13, 42:5, 44:20, 44:22 Office [2] - 11:24,</p>
<p style="text-align: center;">K</p> <p>keep [3] - 27:12, 27:13, 28:12 keeping [1] - 25:6 Kevin [5] - 5:9, 11:9, 29:14, 35:12, 41:19 kind [12] - 29:16, 30:4, 32:22, 32:25, 34:23, 36:2, 36:15, 37:8, 37:10, 42:12, 45:12 known [1] - 24:14</p>	<p style="text-align: center;">M</p> <p>magic [1] - 17:6 main [1] - 43:21 majority [3] - 13:7, 14:12, 18:4 manner [2] - 23:8, 31:1 March [1] - 29:10 Mark Trinchero [5] - 4:17, 22:19, 25:7, 33:6, 38:25</p>	<p>material [1] - 39:6 matter [1] - 10:6 maybes [1] - 24:25 mean [4] - 16:7, 28:21, 30:13, 38:3 means [1] - 27:10 measure [1] - 6:21 MECHAM [1] - 6:3 Mecham [1] - 6:6 mention [3] - 6:22, 10:10, 30:23 mentioned [6] - 22:22, 28:18, 32:3, 39:20, 42:16, 45:17 merger [5] - 22:6, 25:14, 39:25 merits [1] - 21:25 MERZ [3] - 4:19, 4:20, 24:10 Merz [3] - 6:16, 24:8, 24:15 Messrs [1] - 6:15 MFN [2] - 35:23, 36:2 Michael Hunsucker [1] - 43:23 mid [3] - 19:18, 20:4, 29:6 mid-December [1] - 19:18 mid-January [1] - 29:6 mid-morning [1] - 20:4 middle [1] - 34:23 might [5] - 15:14, 33:7, 33:17, 35:18, 43:13 mind [1] - 27:17 minimum [1] - 27:13 Minnesota [16] - 9:22, 10:5, 13:18, 15:15, 17:1, 18:21, 18:25, 19:24, 23:14, 27:5, 34:19, 37:20, 40:11, 41:7, 42:15, 43:22 minutes [3] - 6:11, 24:7, 44:12 misleading [1] - 41:18 mistake [1] - 15:18 mitigate [1] - 26:18 modify [1] - 7:24 Monday [1] - 31:10 month [1] - 40:6 months [6] - 13:8, 14:11, 15:11, 18:24, 41:10, 44:4 moot [2] - 7:11, 7:13 Moreover [1] - 41:6 morning [2] - 20:4,</p>	<p style="text-align: center;">N</p> <p>name [1] - 5:14 nation [1] - 34:11 nature [2] - 21:14, 40:1 Nebraska [1] - 34:17 necessary [4] - 26:18, 45:3, 45:4, 45:18 need [9] - 7:14, 9:14, 11:3, 15:23, 20:15, 26:22, 33:18, 34:7 needed [3] - 18:22, 18:23, 42:19 negotiate [1] - 36:11 negotiated [1] - 36:8 negotiations [4] - 8:21, 8:22, 9:13, 30:7 never [1] - 8:1 nevertheless [1] - 28:15</p>	<p style="text-align: center;">O</p> <p>object [1] - 16:1 objection [1] - 23:3 objections [1] - 38:2 observe [1] - 6:5 Observe [1] - 6:6 obtain [1] - 9:15 obviate [2] - 33:18, 34:7 obviously [7] - 17:18, 32:24, 34:18, 38:3, 38:10, 38:12, 41:17 occur [1] - 26:22 occurring [2] - 30:11, 36:12 OCS [2] - 11:21, 35:15 OCTOBER [1] - 4:1 October [17] - 9:24, 13:20, 14:1, 14:3, 14:5, 14:6, 14:9, 14:15, 17:24, 17:25, 23:15, 40:10, 41:9, 41:13, 42:5, 44:20, 44:22 Office [2] - 11:24,</p>

<p>12:3 office [1] - 11:3 Office of Consumer Services [1] - 8:17 officially [1] - 13:2 oftentimes [1] - 16:18 once [2] - 31:10, 40:19 One [2] - 8:15, 16:6 one [22] - 19:8, 19:11, 19:16, 20:24, 21:3, 21:5, 22:4, 27:16, 28:17, 30:24, 31:17, 31:18, 31:24, 33:24, 35:2, 36:21, 38:7, 38:8, 42:6, 42:7, 43:8, 43:9 ones [2] - 17:23, 40:22 ongoing [3] - 8:23, 16:13, 30:8 operating [1] - 26:2 opportunity [13] - 8:24, 10:2, 12:16, 15:8, 22:11, 23:2, 23:18, 25:9, 29:20, 30:1, 30:2, 32:24, 33:17 opposed [2] - 11:8, 34:10 opposing [1] - 6:19 order [6] - 6:12, 7:24, 11:14, 23:14, 27:12, 30:22 orders [1] - 18:10 Oregon [15] - 13:14, 16:14, 17:16, 29:9, 30:22, 31:4, 31:5, 31:18, 32:21, 34:20, 37:3, 37:5, 37:9, 39:1, 41:13 OSS [1] - 25:25 ought [1] - 43:2 outreach [1] - 8:19 outside [7] - 13:6, 13:13, 13:23, 14:19, 17:15 own [1] - 20:4</p>	<p>28:22, 38:21, 38:23, 39:3, 39:4, 39:5, 39:21, 40:16, 40:17, 42:7, 42:9 part [6] - 9:8, 28:11, 38:1, 40:16, 40:17, 44:8 participate [1] - 36:16 participation [1] - 45:24 particular [2] - 11:21, 36:5 particularly [2] - 21:8, 44:21 parties [29] - 6:16, 7:4, 10:19, 10:23, 10:24, 11:17, 12:25, 15:14, 16:18, 20:11, 21:8, 22:11, 22:15, 23:1, 24:25, 27:8, 28:21, 30:8, 30:24, 32:8, 32:14, 33:10, 33:12, 36:15, 36:18, 44:21, 45:5, 45:9 Parties [2] - 38:16, 44:15 partners [1] - 40:1 party [4] - 12:3, 16:18, 33:24, 33:25 past [1] - 44:9 Patricia Schmid [1] - 5:25 pay [1] - 42:12 pending [1] - 7:5 people [3] - 22:6, 38:6, 44:4 percent [11] - 18:5, 18:23, 18:24, 37:22, 38:15, 39:10, 39:15, 40:5, 40:15, 40:17, 40:24 perhaps [4] - 6:10, 6:11, 15:15, 37:17 permission [1] - 39:13 permissive [1] - 11:16 permit [1] - 11:19 perspective [4] - 11:18, 13:21, 13:22, 34:10 Peter [1] - 5:4 PEÑA [2] - 5:13, 9:18 Peña [4] - 5:13, 9:18, 15:13, 19:23 phones [1] - 42:12 pie [1] - 22:7 piece [1] - 9:20 place [2] - 9:13, 9:14 places [1] - 31:18</p>	<p>planning [2] - 25:21, 26:6 plans [1] - 25:25 pleadings [3] - 6:22, 11:4, 24:20 plus [3] - 19:12, 29:8, 33:23 point [16] - 17:10, 18:1, 18:18, 19:7, 19:23, 20:5, 20:24, 23:22, 24:20, 30:9, 31:15, 33:7, 35:23, 40:2, 42:24, 44:17 pointed [3] - 11:15, 15:13, 35:21 pointing [1] - 16:2 points [3] - 16:6, 22:19, 30:15 portable [1] - 36:9 position [4] - 9:16, 24:11, 24:13, 42:18 possibility [1] - 32:9 possible [3] - 27:23, 35:5, 43:20 PowerPoint [2] - 39:23, 42:8 practical [6] - 10:6, 19:8, 19:20, 20:12, 20:19, 43:6 practice [1] - 16:17 precluded [1] - 16:10 prefer [2] - 27:12, 38:4 prejudice [5] - 19:6, 20:11, 23:21, 24:6, 26:21 prejudicial [1] - 15:22 prepared [1] - 17:8 presented [3] - 11:13, 12:3, 15:24 presumably [1] - 38:8 presume [1] - 28:23 pretty [1] - 11:5 previous [1] - 7:8 previously [6] - 38:23, 39:2, 39:6, 40:4, 40:20, 45:8 primarily [1] - 7:18 primary [2] - 30:15 prison [1] - 42:12 problem [3] - 28:4, 44:2, 44:8 proceed [4] - 6:8, 6:15, 10:16, 38:11 proceeding [7] - 12:7, 14:24, 15:12, 17:1, 17:18, 30:6, 36:17 proceedings [1] -</p>	<p>29:7 process [7] - 7:20, 12:19, 13:15, 20:16, 29:18, 34:14, 45:15 processes [1] - 36:12 produced [19] - 13:2, 13:19, 17:13, 17:23, 17:24, 18:3, 18:9, 23:10, 39:2, 39:6, 40:2, 40:3, 40:4, 40:9, 40:20, 41:2, 41:12, 42:5 production [2] - 13:17, 42:2 progress [5] - 31:7, 31:14, 31:20, 31:22, 32:23 prominent [1] - 43:20 proponents [1] - 6:16 proposal [1] - 26:16 proposed [2] - 35:9, 42:21 proposing [1] - 37:11 protection [1] - 7:25 protective [3] - 7:24, 18:9, 23:14 prove [1] - 33:12 provide [3] - 8:4, 12:19, 30:7 provisions [2] - 35:24, 36:3 PSC [1] - 4:5 Public [1] - 21:21 public interest [1] - 21:7 PUC [2] - 31:23, 44:2 purports [1] - 25:12 purposes [2] - 14:11, 14:17 push [3] - 28:16, 31:25, 32:20 pushed [2] - 31:10, 32:21 pushes [1] - 33:16 put [5] - 9:15, 25:9, 25:16, 32:5, 34:20 putting [2] - 20:1, 36:23</p>	<p>13:25, 18:19, 20:12, 23:20, 27:11, 29:21, 39:16 quote [1] - 18:8 Qwest [17] - 4:6, 4:8, 4:9, 5:12, 15:9, 17:4, 17:18, 18:14, 27:19, 31:4, 35:3, 36:10, 39:2, 39:18, 39:24, 44:25 Qwest's [1] - 36:22</p> <p style="text-align: center;">R</p> <p>raise [1] - 20:25 raised [1] - 15:5 rather [2] - 34:13, 38:4 reach [2] - 32:15, 33:17 reached [1] - 21:2 read [6] - 6:22, 6:24, 18:14, 18:20, 24:20, 43:7 real [3] - 32:8, 35:16, 41:24 Really [2] - 38:9, 40:7 really [31] - 12:18, 12:23, 17:5, 19:5, 19:15, 20:11, 21:13, 21:19, 27:6, 29:2, 29:4, 29:15, 29:16, 29:17, 29:19, 30:4, 32:25, 34:23, 35:4, 35:21, 37:19, 37:21, 38:7, 40:12, 41:17, 42:4, 42:25 reason [4] - 12:18, 20:7, 31:2, 36:1 reasons [1] - 30:23 rebuttal [2] - 12:11, 13:3 receipt [1] - 8:12 receive [1] - 23:13 received [3] - 17:16, 23:15, 41:8 receiving [1] - 7:18 recently [4] - 6:23, 9:12, 23:13, 40:4 recess [2] - 44:11, 44:13 recommended [1] - 43:9 recopy [1] - 40:22 record [4] - 4:3, 9:16, 25:19, 44:15 referenced [1] - 23:16 reflected [1] - 11:23 refuse [1] - 8:4</p>
P			Q	
<p>P-e-n-a [1] - 5:15 p.m [2] - 44:13, 45:25 P.M [1] - 4:1 pack [1] - 34:23 PAETEC [1] - 4:18 page [1] - 39:22 pages [12] - 28:9,</p>			<p>questions [10] - 9:1, 22:12, 22:13, 22:16, 24:17, 30:18, 30:20, 36:21, 43:7, 45:10 quickly [1] - 42:19 quite [8] - 12:23,</p>	

<p>regarding [2] - 18:15, 18:16 region [2] - 28:10, 34:1 region-wide [1] - 34:1 reiterate [1] - 42:24 relate [2] - 14:25, 25:21 related [2] - 27:1, 42:6 relates [1] - 34:9 relevant [1] - 14:23 remaining [4] - 13:18, 18:24, 41:11, 45:6 remarkable [1] - 12:1 remember [2] - 33:25, 37:5 render [2] - 7:10, 7:13 repeat [2] - 11:10, 30:3 reply [2] - 10:22, 10:25 representing [3] - 5:10, 6:1, 6:3 request [3] - 13:9, 15:10, 23:3 requesting [1] - 8:20 requirement [1] - 11:19 rescheduled [1] - 31:10 rescheduling [1] - 9:9 reserve [2] - 7:11, 24:7 resolve [1] - 30:25 resolved [1] - 7:5 respect [4] - 16:6, 17:11, 22:6, 44:18 respond [2] - 10:19, 33:21 responding [1] - 44:23 response [8] - 7:8, 7:12, 11:11, 14:5, 15:22, 15:25, 36:22, 42:22 responses [1] - 45:3 responsibilities [1] - 22:8 responsive [1] - 23:4 retail [4] - 21:15, 31:22, 37:10, 37:24 reverse [1] - 11:14 review [3] - 14:12, 37:20, 38:22 reviewed [1] - 39:22 rightfully [1] - 33:9</p>	<p>risks [1] - 25:14 Rodino [1] - 38:9 Rogelio [2] - 5:13, 9:18 ROGELIO [1] - 5:14 role [1] - 21:17 Roughly [1] - 13:11 rule [1] - 11:15 ruling [2] - 18:25, 44:19 running [1] - 28:13</p> <p style="text-align: center;">S</p> <p>sacred [1] - 45:20 Salt Lake City [1] - 29:2 Salt Lake Community Action Program [2] - 21:3, 21:12 Sam [1] - 5:4 San [1] - 5:3 sat [1] - 35:5 satisfactory [1] - 31:1 satisfied [1] - 24:13 saw [1] - 40:8 schedule [17] - 4:13, 7:17, 8:10, 8:14, 9:5, 10:14, 10:19, 11:7, 20:22, 22:15, 24:21, 25:6, 27:25, 34:22, 43:9, 44:18, 45:19 schedule I [1] - 27:20 scheduled [5] - 6:9, 6:13, 15:11, 24:2, 43:11 schedules [1] - 44:4 Schmid [4] - 5:21, 6:2, 10:16, 11:2 SCHMID [5] - 5:23, 5:25, 10:12, 10:15, 10:17 Scott [1] - 38:9 scratch [1] - 20:10 second [3] - 24:2, 28:19, 38:6 seconds [1] - 33:21 see [5] - 13:9, 13:10, 22:16, 37:21, 42:14 seek [1] - 30:25 seeking [2] - 13:1, 13:16 sense [2] - 38:10, 39:24 sentences [1] - 25:5 series [1] - 8:5 Services [1] - 21:22</p>	<p>services [1] - 22:2 set [1] - 44:4 settle [8] - 16:18, 31:13, 31:15, 32:6, 34:3, 35:4, 35:7 settled [4] - 17:3, 35:14, 37:6, 37:13 settlement [46] - 8:20, 8:21, 8:22, 9:1, 9:22, 10:1, 10:7, 10:20, 11:1, 11:14, 11:20, 12:2, 12:8, 12:10, 12:13, 12:21, 16:9, 16:11, 16:12, 16:14, 16:23, 17:6, 21:2, 21:21, 21:22, 22:22, 22:24, 22:25, 27:6, 30:10, 31:5, 31:6, 31:9, 31:21, 32:15, 33:4, 33:10, 33:12, 33:15, 33:17, 35:9, 35:15, 37:17, 44:24, 45:7, 45:21 settlement agreement [9] - 9:10, 9:14, 11:17, 16:7, 21:12, 22:20, 25:10, 25:12, 30:1 settlements [3] - 8:15, 32:4, 33:22 settling [1] - 10:24 seven [2] - 5:20, 28:8 several [1] - 41:10 share [1] - 22:7 shifting [1] - 22:5 short [3] - 10:22, 27:23, 44:11 shows [1] - 35:10 side [4] - 18:14, 39:2, 39:3, 43:6 sides [1] - 24:24 similar [4] - 9:22, 27:19, 35:23, 39:1 simply [4] - 6:4, 23:22, 25:18, 36:3 single [1] - 39:22 sit [1] - 32:25 six [3] - 28:8, 31:23, 37:6 SLCAP [1] - 21:22 small [3] - 14:24, 22:1, 40:11 solely [1] - 21:20 solution [1] - 20:19 someone [2] - 38:18, 38:20 sometime [1] - 20:3 sooner [1] - 6:9 sorry [1] - 39:13 Sorry [1] - 39:13 sort [2] - 32:11,</p>	<p>35:22 sought [1] - 29:8 sounds [1] - 41:16 SPANN [6] - 4:23, 4:24, 5:4, 9:6, 20:23, 21:24 Spann's [1] - 21:16 speaking [1] - 36:13 special [1] - 42:12 specific [1] - 33:22 specifically [3] - 4:11, 13:16, 30:12 spell [1] - 5:2 spend [1] - 43:16 spent [1] - 31:17 sponsored [2] - 9:23, 13:5 stack [2] - 11:5, 40:19 staff [6] - 17:21, 31:13, 31:23, 37:6, 37:11, 37:14 staff-eyes-only [1] - 17:21 staffs [1] - 38:1 stand [1] - 43:22 standpoint [1] - 20:12 start [1] - 30:21 State [3] - 22:3, 23:23, 41:3 state [10] - 16:13, 21:11, 28:14, 29:9, 30:11, 32:4, 35:22, 36:5, 36:6, 37:15 State of Utah [1] - 34:12 statements [1] - 22:14 states [15] - 7:21, 8:2, 8:3, 8:6, 13:17, 16:13, 19:19, 23:11, 32:19, 35:20, 35:25, 36:9, 36:14, 41:25, 42:1 Steve Mecham [1] - 6:3 still [3] - 8:9, 23:12, 39:16 strategic [1] - 30:5 streamlined [1] - 15:17 strides [1] - 35:4 strikes [1] - 33:8 strongly [1] - 16:1 struggled [1] - 19:10 substance [1] - 12:12 substantive [1] - 33:3 successful [1] -</p>	<p>34:22 sufficient [2] - 7:13, 38:20 suggest [1] - 20:16 suggested [2] - 29:24, 43:10 sum [1] - 12:12 summaries [1] - 24:23 supplement [4] - 7:8, 7:9, 7:12, 8:11 supplemental [3] - 8:25, 23:2, 26:14 support [3] - 9:19, 24:8, 26:10 supporting [1] - 6:18 supports [1] - 10:18 suppose [1] - 35:18 surprise [1] - 22:21 surrebuttal [6] - 12:6, 12:17, 14:2, 14:14, 14:16, 14:20 switched [1] - 42:11 systems [1] - 26:2</p> <p style="text-align: center;">T</p> <p>table [1] - 10:9 telephone [2] - 5:7, 5:19 ten [1] - 44:12 terms [4] - 10:6, 35:15, 35:24, 36:7 Terrance Spann [3] - 4:24, 9:6, 20:23 testify [1] - 38:8 testifying [1] - 43:23 testimonies [1] - 11:24 testimony [39] - 8:11, 8:25, 9:15, 10:2, 11:19, 12:4, 12:6, 12:11, 12:17, 13:3, 14:2, 14:11, 14:14, 14:18, 14:20, 15:6, 15:24, 18:21, 21:18, 22:23, 23:2, 23:4, 23:6, 23:8, 23:17, 25:9, 25:17, 26:12, 26:14, 28:9, 28:22, 29:24, 31:24, 41:7, 42:16, 42:20, 44:23, 45:16 Texas [2] - 44:1, 44:2 Thanksgiving [1] - 19:16 the CHAIRMAN [1] - 10:13 the witness [1] - 12:5 themselves [1] -</p>
---	--	---	---	---

<p>20:1 thereabouts [1] - 23:15 therefore [3] - 19:20, 23:17, 26:12 they've [8] - 18:18, 18:20, 18:22, 19:1, 30:3, 41:4, 41:11, 41:13 third [5] - 20:4, 21:3, 21:12, 26:17, 28:20 three [11] - 9:23, 9:25, 19:24, 20:8, 20:10, 32:5, 34:18, 40:10, 41:9, 41:12, 43:22 three-day [1] - 34:18 throughout [4] - 22:3, 26:11, 28:10 Thursday [1] - 37:2 timeline [1] - 17:12 timely [1] - 23:8 today [4] - 4:11, 6:12, 24:23, 34:21 together [2] - 27:13, 27:14 tomorrow [5] - 7:10, 31:9, 34:21, 42:15, 42:17 tonight [1] - 7:15 took [4] - 9:25, 15:13, 19:24, 38:22 toss [1] - 15:10 total [1] - 39:16 totality [1] - 13:25 touch [1] - 36:19 towards [1] - 34:14 track [1] - 32:24 transaction [1] - 23:22 transcript [1] - 37:21 Transfer [1] - 4:8 transferable [1] - 36:5 Transportation [1] - 24:1 trash [1] - 20:7 travel [1] - 27:2 trial [3] - 6:12, 6:14, 43:24 trials [1] - 19:19 TRINCHERO [9] - 4:16, 7:3, 22:18, 25:7, 26:21, 33:6, 38:24, 39:9, 39:14 Trinchero [8] - 6:15, 7:1, 7:2, 9:8, 9:21, 16:7, 24:12, 28:18 Trinchero's [1] - 17:15 true [3] - 12:24, 13:4,</p>	<p>23:10 try [7] - 11:10, 15:11, 35:4, 35:13, 35:24, 36:11, 43:3 trying [4] - 7:20, 17:22, 26:5, 26:7 Tuesday [2] - 20:13, 45:14 turn [1] - 24:16 turns [2] - 5:21, 43:10 TW Telecom [1] - 4:18 two [22] - 8:14, 10:9, 14:1, 15:10, 15:19, 16:1, 17:2, 19:10, 20:6, 20:7, 21:1, 21:2, 26:23, 28:22, 36:21, 36:24, 38:7, 38:19, 41:12, 43:2, 44:1, 45:15 two-day [1] - 44:1 type [3] - 15:4, 21:18, 34:11</p>	<p style="text-align: center;">V</p> <p>varies [1] - 12:2 various [1] - 23:11 vast [3] - 13:7, 18:4, 39:20 venture [1] - 19:24 Virginia [1] - 43:24 vocalized [1] - 25:4</p>	<p>28:19, 28:23, 31:23, 37:6, 38:7, 41:14, 43:15 woefully [1] - 25:15 word [3] - 6:20, 18:17, 22:11 workable [1] - 37:4 worlds [1] - 36:16 written [3] - 25:9, 44:23, 45:3</p>
<p style="text-align: center;">U</p> <p>Ultimately [1] - 37:3 ultimately [1] - 8:7 unacceptable [1] - 29:12 under [1] - 23:13 undue [1] - 27:4 unfair [1] - 15:21 unless [1] - 18:8 unworkable [1] - 37:16 up [10] - 15:19, 20:17, 22:7, 24:20, 26:16, 27:11, 29:10, 36:4, 43:2, 43:15 update [1] - 7:4 upwards [1] - 28:8 Utah [25] - 10:7, 12:24, 13:5, 13:6, 14:7, 14:11, 14:17, 15:17, 17:16, 27:2, 30:12, 31:2, 32:21, 33:14, 33:18, 33:21, 34:2, 34:7, 34:16, 34:20, 34:22, 35:2, 35:10, 35:19, 43:16 Utah Rural Telecom Association [1] - 6:4 Utah's [1] - 34:9 Utilities [1] - 23:25 Utilities' [1] - 21:21</p>	<p style="text-align: center;">W</p> <p>wants [3] - 38:11, 38:12, 45:1 Washington [5] - 17:16, 17:18, 23:25, 28:14, 41:3 ways [4] - 22:2, 26:20, 32:13, 36:10 Wednesday [1] - 20:14 week [17] - 6:13, 9:24, 11:21, 14:15, 19:1, 19:2, 20:14, 23:7, 23:17, 24:2, 26:25, 36:25, 43:3, 43:13, 43:17, 43:23, 44:8 weeks [9] - 9:23, 14:1, 14:13, 32:7, 38:20, 40:10, 41:9, 41:12 weigh [1] - 45:1 Welcome [3] - 5:6, 5:20, 6:6 Western [1] - 28:11 whatsoever [1] - 35:11 wholesale [20] - 11:22, 12:10, 12:14, 14:25, 15:4, 18:15, 21:15, 25:13, 26:25, 27:3, 27:14, 36:23, 37:18, 37:23, 42:7, 42:10, 42:11, 42:13, 43:1, 43:21 wide [1] - 34:1 William Evans [1] - 5:16 wise [1] - 9:12 wish [2] - 11:6, 20:21 withdrawn [1] - 44:15 witness [5] - 12:8, 17:3, 19:19, 38:8, 43:21 witnesses [16] - 12:21, 13:4, 17:14, 18:12, 20:1, 20:2, 26:23, 27:1, 27:10,</p>	<p style="text-align: center;">X</p> <p>XO [1] - 4:17</p> <p style="text-align: center;">Y</p> <p>yesterday [2] - 6:23, 15:25 your Honor [42] - 4:16, 4:19, 4:23, 5:8, 5:9, 5:11, 5:13, 7:3, 9:6, 9:18, 11:9, 16:5, 17:10, 18:1, 19:7, 19:21, 20:9, 20:15, 20:23, 21:10, 21:24, 22:18, 25:7, 26:21, 28:1, 29:14, 31:3, 31:5, 32:10, 33:20, 34:15, 35:3, 35:12, 37:1, 39:8, 39:19, 40:18, 41:6, 41:18, 41:19, 43:18, 45:11 yourself [1] - 5:24 yourselves [1] - 6:21</p>	<p style="text-align: center;">Z</p> <p>ZARLING [7] - 5:8, 11:9, 29:14, 35:12, 41:1, 41:19, 41:23 Zarling [11] - 5:9, 7:6, 11:10, 16:3, 17:11, 19:9, 28:2, 29:15, 35:13, 41:20, 43:25 Zebra [1] - 5:10</p>